BRADYGAMES®
OFFICIAL STRATEGY GUIDE

TAKE YOUR GAME FURTHER®

SPIDER-MAN™

FRIEND OR FOE

COVERS PLAYSTATION® 2 COMPUTER ENTERTAINMENT SYSTEM, MICROSOFT XBOX 360®, NINTENDO WII™, & PC.

BASED ON A GAME RATED BY THE ESRB

EVERYONE 10+

Written by Jennifer and Kenny Sims

SPIDER-MAN™
FRIEND OR FOE

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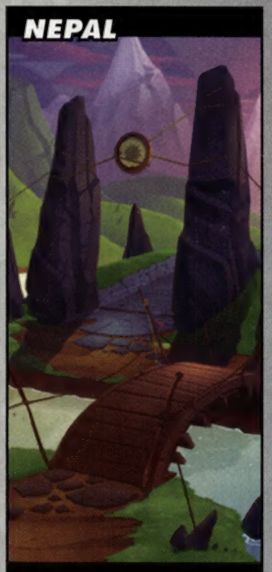

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WELCOME TO THE HELICARRIER

Nick Fury, director of S.H.I.E.L.D., has enlisted your help to deal with a new threat. Perpetual Holographic Avatar Nano Tech Offensive Monsters, or PHANTOMs, are cropping up near meteor crash sites around the world. S.H.I.E.L.D. has discovered that they are incorporating the same symbiote material of which the villain, Venom, is composed. Spider-Man™ needs every advantage he can get against these tough, numerous foes. Luckily, Fury has put S.H.I.E.L.D.'s Helicarrier at your disposal, so take advantage of everything found here.

Sidekick Select: At the center of the room is the Sidekick Select. This console allows Spider-Man to choose which sidekick will accompany him on missions. Only Silver Sable* and Prowler are available to start, but the roster fills up as more and more friends and foes join the fight.

Upgrade Lab: This is located in the upper-left of the Helicarrier. Here you can purchase inventory items and upgrade Spider-Man's web abilities, as well as vital statistics for all characters.

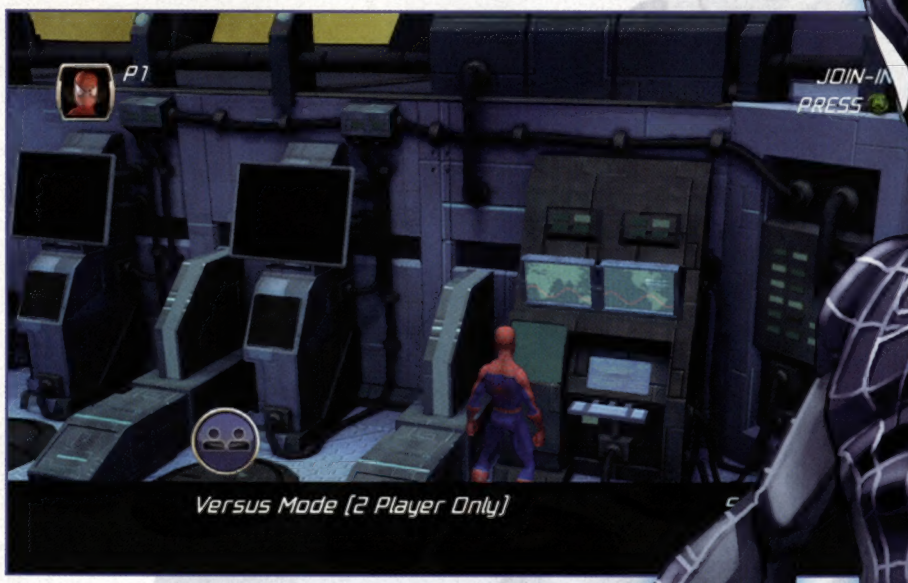
** Silver Sable is not available on PS2.*

Rewards Console: Also on the upper portion of the deck is the Rewards Console. This is where you go to access information about the friends and foes in the game, or check out other fun things.

Options Console: In the upper-right is the Options Console. Use this to change your game settings and to manually save your game.

Mission Consoles: The five consoles surrounding the Sidekick Select are Mission Consoles. Each leads to a different area. Once they are all unlocked, you can visit each area as many times as you want.

Versus Mode Console: Enter Versus Mode from the console to the right of the Mission Consoles. This requires two players. As you unlock arenas during your missions, they become available to play here.



Black Suit Containment: At the far right of the Helicarrier is the Black Suit Containment. Once unlocked, Spider-Man™ can trade in his red and blue suit for the sleek and dangerous black suit.

GAME CONTROLS:

Action	Platform			
	Xbox 360	PC	PS2	Wii
Movement	Left Analog	A, S, D, W	Left Analog	Analog
Jump	Ⓐ	Space Bar	✕	Z
Attack	Ⓧ	Left-click/Num4	■	A
Grab/Web	Ⓑ	Right-click/Num6	●	B
Toggle through Web Abilities	LT and RT	Q, E	L1/R1	C
Swap Characters	Ⓨ	Hold TAB	▲	Nunchuck Shake
Use Hero Strike	Up Arrow	Up Arrow*	Up Arrow	Up Arrow
Use Extra Health	Down Arrow	Down Arrow*	Down Arrow	Down Arrow
Use Mega Damage	Left Arrow	Left Arrow*	Left Arrow	Left Arrow
Use Invincibility	Right Arrow	Right Arrow*	Right Arrow	Right Arrow
Pause Game	Start	ESC	Start	Home

* Using Xbox 360 Controller for Windows

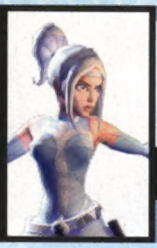
SIDEKICK SELECT

All of your friends and former foes have unique sets of abilities, although all are effective fighters. When upgraded to the same level, all sidekicks are equal when it comes to facing the PHANTOMs. Choose characters that suit your own play style and don't forget to spend Tech Tokens at the Upgrade Lab to keep them ready for each new challenge.

All sidekicks share the same button combinations to perform their basic combat moves, which makes it easy for another player to join in your game, no matter which sidekick you are currently using. In addition to these basic moves, each sidekick also has two unique moves.

Sidekick Combat Moves

Move	Xbox 360	PS2	Wii	PC
Basic Combo	X X X	● ● ●	A, A, A	Num4 or Left-click (x3)
Power Combo	X X Hold X	● ● Hold ●	A, A, Hold A	Num4, Num4, Hold Num4
Ground Pound	Hold X while in the air	Hold ● while in the air	Hold A in the air	Hold Num4 or Left-click while in the air
Grab or Pickup (small PHANTOMs or objects)	B	◉	B	Num6 or Right-click
Grab Slam (medium PHANTOMs)	B X	◉ ●	B + Wii Remote ↓	Num6, Num4 or Right-click, Left-click
Grab Throw (medium PHANTOMs)	B B	◉ ◉	B + Wii Remote ← or →	Num6, Num6 or Right-click (x2)
Grab Air Slam (medium PHANTOMs)	B A	◉ ✕	B + Wii Remote ↑	Num6, Spacebar
Grab and Hold or Trip (large PHANTOMs)	B	◉	B	Num6



SILVER SABLE*

THE MERCENARY LEGEND

The global threat posed by the PHANTOMs convinced her to lend her expertise to S.H.I.E.L.D. No stranger to tactical combat, Silver Sable is an asset in any battle. Along with Prowler, Silver Sable is one of the two sidekick choices you start with, and her powerful moves are a great help when tackling those early PHANTOMs.

Try Silver Sable's Ground Pound to shake up the enemy!

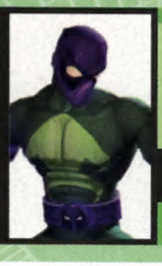
*Silver Sable is not available on the PS2 version of the game.

Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Triple Toss	Hold X	N/A	Hold A	Hold Num4
Beam Blaster	Hold B	N/A	Hold B	Hold Num6

When performing her Triple Toss, Silver Sable flings three small projectile weapons, greatly damaging the enemy.

To use Beam Blaster, Silver Sable overcharges her weapon, cutting the air with a white hot beam of plasma, frying any PHANTOMs in its path! With a cost of 500 Tech Tokens, her Beam Blaster is expensive, but the massive damage she deals is well worth the cost. Once she begins shooting, you can aim the Beam Blaster to cut a swath through the enemy!

As the leader of the Wild Pack, this mercenary uses her training in martial arts, weaponry, and military tactics to bring down her prey.



PROWLER

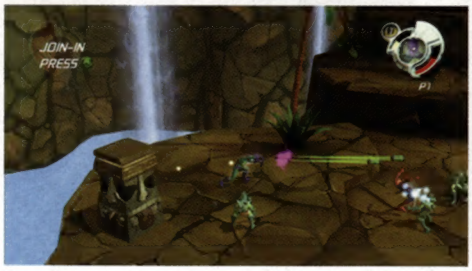
THE REFORMED BURGLAR

Prowler uses his pneumatic gauntlets to fire highly compressed canisters of knockout gas. His cool composure in battle makes him a valuable addition to your team.

Prowler's Power Combo really packs a punch!

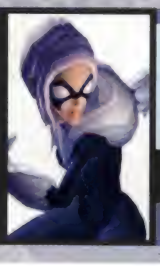
Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Pneumatic Blast	Hold X	Hold ■	Hold A	Hold Num4
Canister Barrage	Hold B	Hold ●	Hold B	Hold Num6

Prowler uses his Pneumatic Blast to fire a powerful salvo from his gauntlets, giving pause to even the most serious PHANTOMs.



Spending Tech Tokens allows you to purchase Canister Barrage from the Upgrade Lab. This move lets Prowler launch a three-canister volley of explosive gas canisters, which stops the PHANTOMs dead in their tracks!

Before joining the Wild Pack, Prowler was a burglar by trade. Now reformed, he uses his skills working for Silver Sable.



BLACK CAT

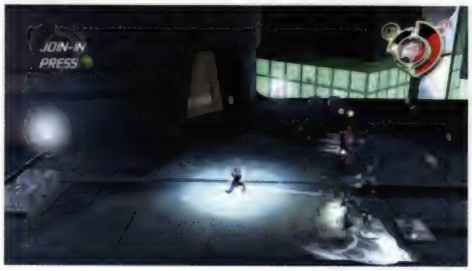
THE NIMBLE THIEF

With reflexes reminiscent of her namesake, Black Cat employs not only her expertise in martial arts, but also her well-used grappling hook when dealing with the enemy. She is a valuable asset to you, but seriously bad luck for any PHANTOMs that cross her path!

With Grab Air Slam, Black Cat scratches up the PHANTOMs!

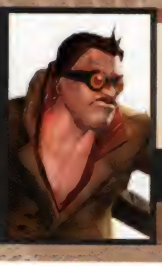
Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Heaven's Claw	Hold X	Hold ■	Hold A	Hold Num4
Tornado Claw	Hold B	Hold ●	Hold B	Hold Num6

Black Cat uses her Heaven's Claw to spin her grappling hook in a short arc toward her targets, knocking them down. This is particularly useful against medium PHANTOMs.



Tornado Claw is well worth the Tech Tokens to learn. Black Cat swings her grappling hook in a wide arc, striking all nearby enemies. This is an invaluable move when the PHANTOMs are closing in and you need some room to maneuver.

Black Cat may sometimes operate on the opposite side of the law than Spider-Man, but that doesn't stop her from lending a hand where the PHANTOMs are concerned!



DOC OCK

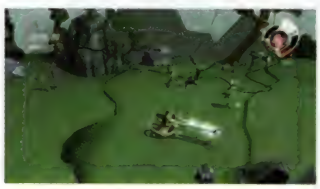
THE MASTER PLANNER

If there's one thing this brilliant scientist hates more than Spider-Man™, it's being controlled by the PHANTOMs. His outrage at being their puppet allows him to put aside his long standing animosity and work with Spider-Man to help put a stop to this new menace.

With four metal arms at his disposal, Doc Ock's Basic Combo is devastating!

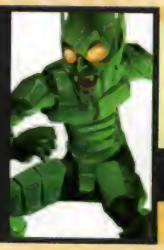
Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Steel Trap	Hold X	Hold ■	Hold A	Hold Num4
Tentacle Terror	Hold B	Hold ●	Hold B	Hold Num6

Doc Ock's relentless pursuit of mechanical perfection led to the creation of his robotic tentacles. Although originally designed as tools to handle dangerous materials, he makes excellent use of them in combat. Steel Trap flattens the PHANTOMs as he brings his top two tentacles around to meet in the front, smacking anything caught in between.



To perform Tentacle Terror, Doc Ock transfers the energy from his tentacles into four directed shockwaves. This immediately knocks nearby PHANTOMs off their feet and can be especially devastating to the small and medium PHANTOMs.

In the past, Doc Ock has been one of Spider-Man's staunchest foes, often having his nefarious plans thwarted by the web-slinger's vigilance.



GREEN GOBLIN

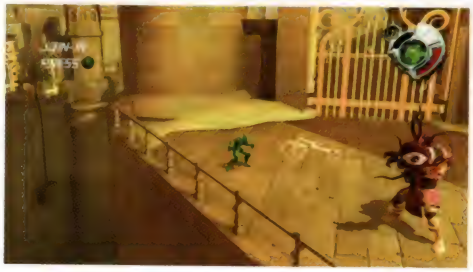
THE MAD GENIUS

Enhanced by a strength serum and aided by an arsenal of high tech weaponry, Green Goblin is more than a match for any PHANTOM he meets.

Green Goblin's Grab Throw sends the PHANTOMs flying!

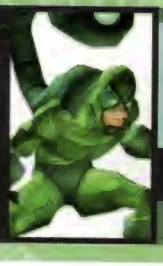
Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Razor Bats	Hold X	Hold ■	Hold A	Hold Num4
Electro Storm	Hold B	Hold ●	Hold B	Hold Num6

Using his genius to create dangerous implements of destruction is the Green Goblin's forte, and his Razor Bats are perfect examples. He sends them flying at the PHANTOMs, slicing into their hard light forms.



The Razor Bats are useful, but they pale in comparison to the power of the Electro Storm! Green Goblin overloads his electric gloves to create a storm of deadly lightning that he unleashes on the PHANTOMs to great effect.

Green Goblin has opposed Spider-Man™ more times than either of them can easily count, but this maniacal genius agrees to join forces with his nemesis to stop whoever was responsible for taking over his mind.



SCORPION

THE NATURAL PREDATOR

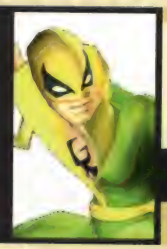
During his Power Combo Scorpion delivers punches to the enemy and finishes up by slamming them with his tail.

Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Tail Terror	Hold X	Hold ■	Hold A	Hold Num4
Plasma Blast	Hold B	Hold ●	Hold B	Hold Num6

Scorpion's Tail Terror delivers three powerful blows to nearby enemies, knocking them back and giving you some room to get in there with your melee attacks without getting overwhelmed.

Scorpion's final attack is Plasma Blast. This venomous attack unleashes a sizzling beam of pure burning plasma energy, cutting through the PHANTOMs with little effort. You can aim his plasma beam while firing to hit all the bad guys!

As a thug for hire, Scorpion has crossed paths with Spider-Man™ many times before. With his mechanical tail and volatile temper, Scorpion is a tough, unpredictable foe.



IRON FIST
THE LIVING WEAPON

Already battling the PHANTOMs in the field, Iron Fist gladly joins your team, lending his powers to your cause.

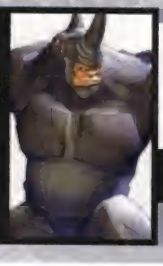
Use Iron Fist's Grab Slam to drive the PHANTOMs into the ground!

Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Iron Fist	Hold X	Hold ■	Hold A	Hold Num4
Dragon Spirit	Hold B	Hold ●	Hold B	Hold Num6

With his signature move, Iron Fist gathers the energy of his chi and expels it in a forced blast, knocking down enemies and destroying containers.

When there are a great deal of PHANTOMs to take down, Iron Fist calls forth the mystical Spirit Dragon itself. This beast attacks enemies and then surrounds the hero with its force, dealing out damage to PHANTOMs that get too near.

Iron Fist gained his powers from the mystical heart of a spirit dragon. Along with his martial arts training, these powers make him more than a match for the PHANTOMs.



RHINO

THE HORNED BRAWLER

Even though he isn't the brightest sidekick you could wish for—one who has come to blows with Spider-Man™ more than once—Rhino understands the necessity of stopping the PHANTOMs. With his abilities and that sharp horn on his head, Rhino is not someone you want to see charging toward you!

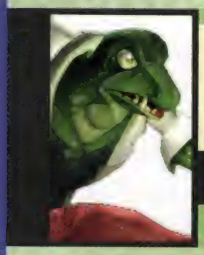
Rhino's size and strength make even his regular attacks something special.

Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Horn Charge	Hold X	Hold ●	Hold A	Hold Num4
Earth Shaker	Hold B	Hold ●	Hold B	Hold Num6

Rhino's Horn Charge is just what you would expect. He gathers his strength and charges the foes, knocking them out of his way in one swift move.

With a massive roar, Rhino pounds the ground in three successive strikes when attacking with Earth Shaker. If the PHANTOMs weren't worried before, they certainly will be once they see the damage Rhino can do!

Once just another ordinary thug, Rhino gained his incredible strength and speed through a series of experiments. Along with his armored rhino suit, these abilities make him almost as unstoppable as, well... a charging rhino.



LIZARD

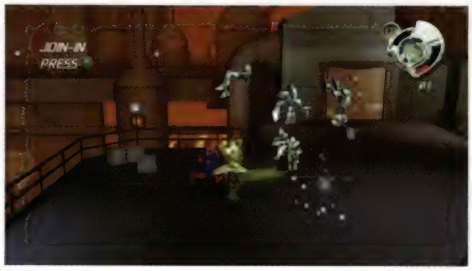
THE TRAGIC PROFESSOR

Lizard has worked with Spider-Man™ in the past, but has also been beaten by him in battle when Lizard's bestial nature got the best of him. Despite their complicated history, Lizard puts his own goals aside to defeat the menacing PHANTOMs.

Use Ground Pound to slam enemies into the floor using Lizard's reptilian tail!

Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Tail Typhoon	Hold X	Hold ●	Hold A	Hold Num4
Lightning Lunge	Hold B	Hold ●	Hold B	Hold Num6

Lizard may be searching for a cure to his condition, but in the meantime he knows how to take full advantage of the added strength and agility his reptile form gives him. To perform his Tail Typhoon, he spins around quickly, lashing any nearby enemies with his tail and knocking them down.



Like the reptilian predators he resembles, Lizard uses his quick reflexes to surprise his enemies. With Lightning Lunge, Lizard charges any PHANTOM in his way, delivering a quick and powerful blow.

Once a gifted surgeon and scientist, Dr. Curt Connors became obsessed with reptilian regeneration after losing his arm in an explosion. He created a serum that successfully re-grew his arm, but it also turned him into Lizard!

NEW GOBLIN

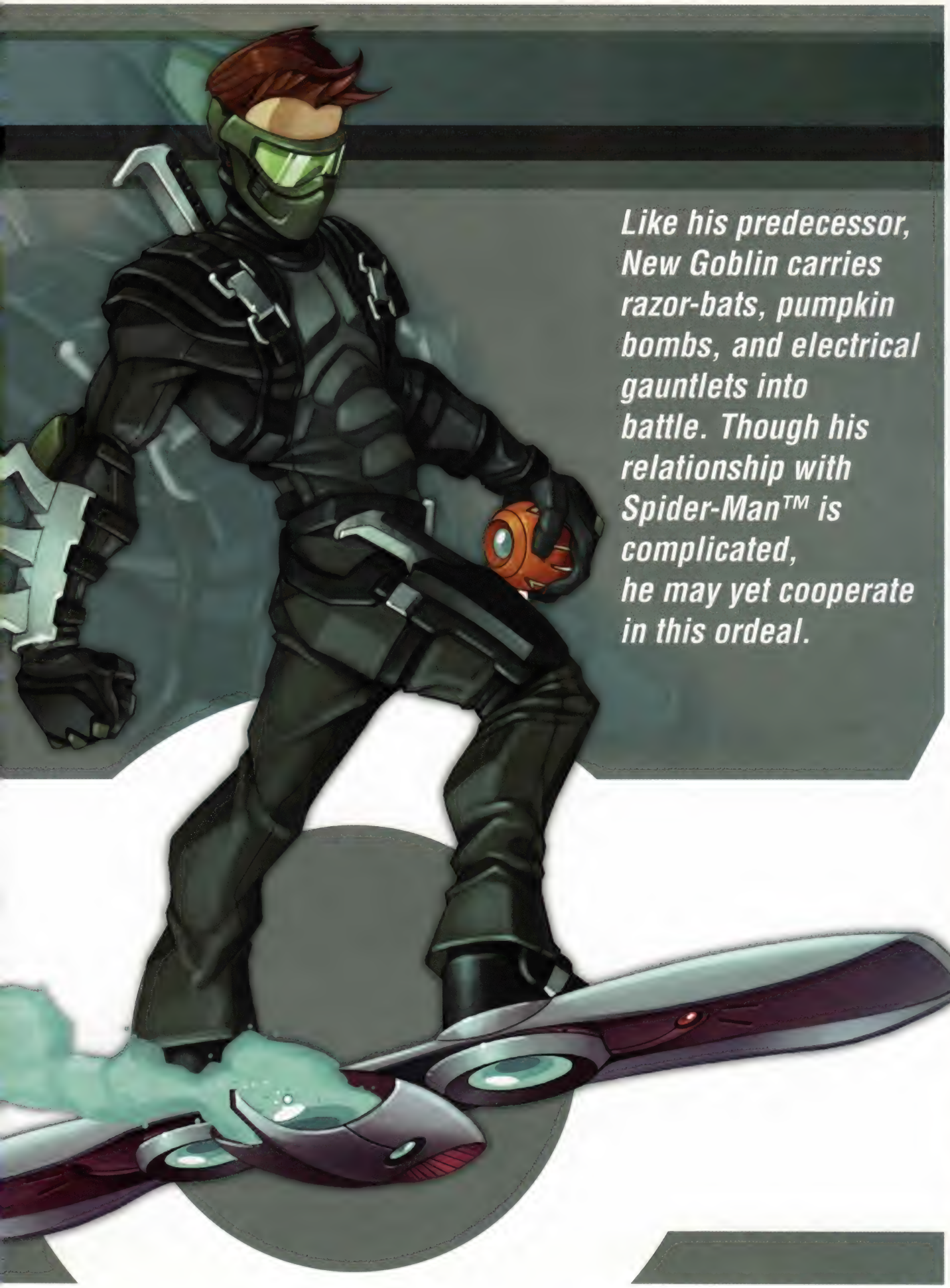
FRIEND OR FOE?

While he may be younger than his namesake, New Goblin wields his weaponry with as much skill as the original model.

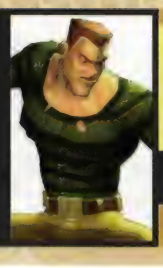
Attacking while in the air sends a Pumpkin Bomb down on any nearby PHANTOMs.

Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Razor Bats	Hold X	Hold ■	Hold A	Hold Num4
Electro Storm	Hold B	Hold ●	Hold B	Hold Num6

New Goblin's moves work just like those of his father. While he may be marginally less insane, he is just as tough on the PHANTOMs!



Like his predecessor, New Goblin carries razor-bats, pumpkin bombs, and electrical gauntlets into battle. Though his relationship with Spider-Man™ is complicated, he may yet cooperate in this ordeal.



SANDMAN

THE SENTIENT SANDSTORM

Sandman hasn't always remained on the right side of the law, but he is a good man at heart. He doesn't like being played for a sucker and once Spider-Man™ breaks him free of the PHANTOMs' mind control, Sandman is ready to pound those PHANTOMs into dust.

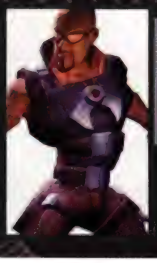
Some sidekicks say they have fists like hammers, but only Sandman really does!

Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Sandblast	Hold X	Hold ■	Hold A	Hold Num4
Sandstorm	Hold B	Hold ●	Hold B	Hold Num6

Sandman uses his organic sand to scour the enemies with Sandblast. This focused volley of sand knocks down most PHANTOMs, or anything else that gets in his way.

When not using his powers, it is easy to forget that Sandman isn't the normal guy he looks like. However, he shows his true nature when he attacks! During Sandstorm, he unleashes the full fury of his power, creating a cyclone of organic sand that knocks out the enemies and demonstrates the great deal of control Sandman has over his unique abilities.

Having an entire body composed of organic sand gives Sandman a distinct advantage on the battlefield. His shapeshifting abilities allow him to deliver powerful blows, leaving the PHANTOMs wishing for an oasis.



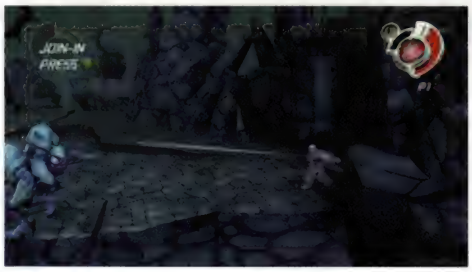
BLADE
THE DAYWALKER

Though his focus is primarily hunting undead, Blade recognizes the threat posed by the PHANTOMs and agrees to aid Spider-Man™ in eliminating them.

Blade cuts through the PHANTOMs!

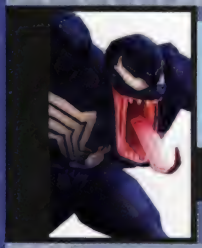
Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Blade-Rang	Hold X	Hold ■	Hold A	Hold Num4
EMP Barrage	Hold B	Hold ●	Hold B	Hold Num6

Though not shy about getting in close and dirtying his hands, Blade often uses his Blade-Rang to attack from range. Much like the undead he faces, it always comes back.



Blade fires three EMP charges during his EMP Barrage. While he developed this attack for fighting the undead, it is equally effective against the PHANTOMs.

Born with all the powers of a vampire, but none of the weaknesses, Blade hunts his prey with viciousness reminiscent of the vampires he slays.



VENOM
THE SYMBIOTE

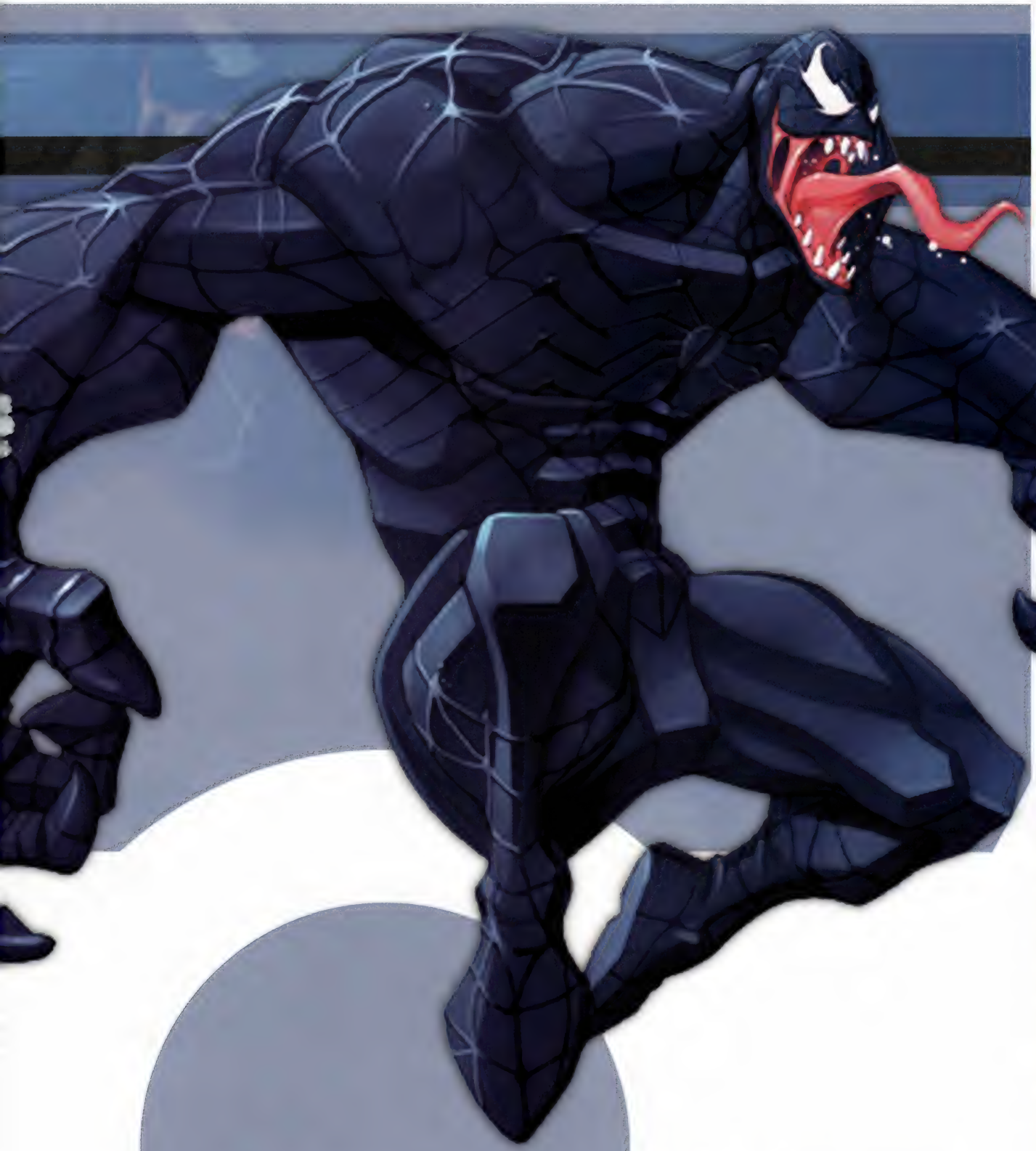
Calling him an ally is going a bit far, but the very traits that make Venom such a dangerous foe also make him an equally valuable partner. His contempt for the symbiote powered PHANTOMs keeps him in line… for now.

Much like Rhino, Venom's Grab Throw flings PHANTOMs around like rag dolls. Pick one up and hurl it into another, finishing two PHANTOMs at once!

Special Attacks				
Move	Xbox 360	PS2	Wii	PC
Venomous Breath	Hold X	Hold ●	Hold A	Hold Num4
Symbiote Spikes	Hold B	Hold ●	Hold B	Hold Num6

Venom uses his foul, fetid breath as a weapon; its smell knocks even the unearthly PHANTOMs off their feet! Aim the breath weapon to knock down entire groups of enemies.

As a symbiote, Venom can alter his form. In his most devastating move, he exudes his symbiote form into sharp spikes all over his body, impaling nearby attackers.



Venom is composed of an alien symbiote and has crossed paths with Spider-Man™ more than once. Vicious and unpredictable, it isn't wise to turn your back on him.

UPGRADE LAB

S.H.I.E.L.D.'s floating headquarters has everything you need to prepare for your missions, including a fully stocked Upgrade Lab. Visit the lab to upgrade Spider-Man™'s vital statistics, as well as those of his sidekicks. You can also purchase upgrades for Spider-Man's web slinging abilities and purchase Power-Ups for your inventory.

CHARACTER UPGRADES

This is the place to upgrade every character's vital stats, making them tougher to defeat and increasing the damage they deal to the PHANTOMs!

Each character can upgrade Health, Strength, and Toughness up to three times. This becomes even more important in later missions when the PHANTOMs are really dangerous!

One Fully Powered Wall-Crawler Coming Up!

You can quickly see which characters have been upgraded fully by viewing their icon in the Upgrade Lab. Characters that are maxed-out have a star on their portrait.

Upgrades and Costs				
Upgrade	Description	1st	2nd	3rd
Health	Increases your total health	150	300	600
Strength	Increases the damage you do	250	500	950
Toughness	Decreases the damage you take	100	200	300

Tech Tokens

You receive Tech Tokens by defeating enemies and breaking open containers. These are needed to upgrade character stats and Spider-Man's web abilities. Crates also contain randomly-placed Easter eggs. You can also spend your Tech Tokens on valuable Power-Ups for your Inventory.

WEB LAB

The Web Lab is where you choose which of Spider-Man™'s numerous web abilities to upgrade. The deeper you go into one type of web ability, the more Tech Tokens it costs you, but you need the higher level abilities to take out the more difficult PHANTOMs.

WEB LINE

The Web Shooters create an extremely durable and elastic line of webbing used for various attacks.

XBOX 360	Press B	Wii	Press B
PS2	Press ◉	PC	Num6 or Right-click

GRAB

Small PHANTOMs are grabbed from afar and quickly transferred into Spider-Man's waiting hands.

EXPLOSIVE GRAB

Grabbed small PHANTOMs explode on impact when thrown.

SUPER EXPLOSIVE

Grabbed small PHANTOMs explode with great force.

Grab objects, as well!

XBOX 360	Press B, B	Wii	Press B, B
PS2	Press ◉, ◉	PC	Num6, Num6 or Right-click (x2)

WEB LINE THROW

Medium PHANTOMs are tethered and thrown at a high velocity.

NANOVIRUS THROW

Thrown medium PHANTOMs explode with a Nanovirus cloud that causes damage over time.

SUPER NANOVIRUS

Thrown medium PHANTOMs explode with a massive Nanovirus cloud that damages for a longer time.

Even the odds with Super Nanovirus!

XBOX 360	Press B, X	Wii	Press B, A
PS2	Press ◉, ◉	PC	Num6, Num4 or Right-click, Left-click

WEB LINE SLAM

Medium PHANTOMs are tethered and slammed hard into the ground.

SLAM BLAST

Medium PHANTOMs damage all surrounding enemies from the incredible force of the slam.

SHOCKWAVE

Medium PHANTOMs evaporate on impact, rocketing volatile energy in all directions.

Slamming a PHANTOM into the ground is extremely satisfying.

XBOX 360	Press B	Wii	Press B
PS2	Press ◉	PC	Num6 or Right-click

WEB LINE TRIP

Large PHANTOMs get their feet yanked out from under them by a web line.

QUAKE IMPACT

Tripped large PHANTOMs damage surrounding enemies with the force of their impact.

TRIP IMPACT

Tripped large PHANTOMs take more damage when they hit the ground.

WEB SHOOT

Using compression and a hardening agent, the Web Shooters deliver a hard projectile of webbing.

XBOX 360	Hold B in the air	Wii	Hold B in the air
PS2	Hold ◉ in the air	PC	Hold Num6 or Right-click in the air

WEB BOMB

Filling a web ball with liquid nitro creates an explosive airborne package.

SIZE MULTIPLIER

The Web Bomb blast is larger and causes more damage.

Web Bomb

XBOX 360	Press Ⓑ, Ⓑ
PS2	Press ◉, ◉

Wii	Press B, B
PC	Num6, Num6 or Right-click (x2)

SINGLE SHOT

Spider-Man™ fires a web projectile from each wrist, alternating from left to right.

DOUBLE WEBBING

The Single Shot fires two web projectiles for every time you press the button.

XBOX 360	Hold Ⓑ
PS2	Hold ◉

Wii	Hold B
PC	Hold Num6 or Right-click

WEB BURST

A high compression spinneret chamber creates a conical burst of multiple web pellets.

SIZE MULTIPLIER

This modification increases the size of the burst.

These PHANTOMs are no match for Spider-Man's webs!

XBOX 360	Press Ⓑ, Ⓑ, Ⓑ
PS2	Press ◉, ◉, ◉

Wii	Press B, B, B
PC	Num6 (x3) or Right-click (x3)

DUAL SHOT

Spider-Man follows up the one-two combo with a dual wrist dose of webbing.

RICHOCHET SHOT

Dual Shot fires rubbery projectiles that hit multiple targets.

WEB STUN

Web Shooters fire a stream of very sticky webbing, catching enemies and binding them, impeding their movement and ability to attack.

XBOX 360	Hold B for one second	Wii	Hold B for one second
PS2	Hold ● for one second	PC	Hold Num6 or Right-click for one second

WEB STUN WRAP

Small PHANTOMs are subdued by wrapping them in a cocoon of sticky webbing.

EXPLOSIVE WRAP

Wrapped small PHANTOMs overcharge and detonate in a fiery explosion.

SUPER EXPLOSIVE

Wrapped small PHANTOMs detonate in a massive fiery explosion.

XBOX 360	Hold B for two seconds	Wii	Hold B for two seconds
PS2	Hold ● for two seconds	PC	Hold Num6 or Right-click for two seconds

WEB STUN CONSTRICT

Medium PHANTOMs are held in place by thick strands of sticky webbing.

CONSTRICT DRAIN

Constricted medium PHANTOMs produce Red Orbs to return your health as their energy is drained away.

SUPER DRAIN

Constricted medium PHANTOMs produce more Red Orbs as their energy drains.

Super Drain your enemies to gain extra health!

XBOX 360	Hold B for three seconds	Wii	Hold B for three seconds
PS2	Hold ● for three seconds	PC	Hold Num6 or Right-click for three seconds

WEB STUN BLIND

Large PHANTOMs are blinded by a torrent of sticky webbing landing in their faces.

SHOCK BLIND

Blinded large PHANTOMs take damage from a disrupted burst of electricity.

SUPER SHOCK

Blinded large PHANTOMs damage surrounding enemies in a storm of electricity.

XBOX 360	Hold B while in the air	Wii	Hold B while in the air
PS2	Hold ● while in the air	PC	Hold Num6 or Right-click while in the air

MASS STUN

Fountains of sticky webbing from above wrap, constrict, and blind all enemies below Spider-Man.

Jump high into the air to unleash this devastating attack!

INVENTORY

There are four types of Power-Ups you can use to help you take out the PHANTOMs. All can be purchased on the Helicarrier (the Health Regeneration can be purchased only on the Helicarrier), as well as found by breaking open containers on your missions.

Health Regeneration Partially refills your Health Meter. You can only hold up to five at a cost of 15 Tech Tokens.

This Power-Up really comes in handy during tough battles. It's a good idea to keep at least a couple of these in your inventory for use when the PHANTOMs start to overwhelm you or for difficult boss battles.

Mega Damage Causes you to deal extra damage for a short time. You can carry up to three of these at a cost of 25 Tech Tokens.

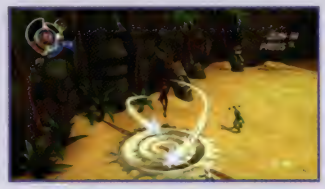
While it's always nice to dish out an extra dose of pain, Mega Damage is most useful when dealing with the larger PHANTOMs that are harder to bring down.

Invincibility Protects you from damage for a short time. You can carry up to three of these at a cost of 25 Tech Tokens.

This Power-Up not only makes you invulnerable, but also keeps you from getting knocked around by the destructive energy that some of the larger PHANTOMs put out.

Hero Strike Both characters unleash a devastating cooperative attack at a cost of 350 Tech Tokens.

Finding this Power-Up is rare, and purchasing it on the Helicarrier is expensive, so save it for when you really want to teach the PHANTOMs a quick and hard lesson. Working together, you and your sidekick use your powers to destroy every single PHANTOM in the battle!



Spider-Man™ and New Goblin mow down the PHANTOMs with Hero Strike!

All Heroes Need Help Occasionally

When facing the largest PHANTOMs, like the Ghost Summoner, use both Invincibility and Mega Damage as you move to engage it. These large PHANTOMs are quite difficult and you need to use all the tools at your disposal.

Ghost Summoner

If playing with another person, both of you have access to the same inventory so be sure to share!

Caution!

Selecting a Power-Up immediately uses one or more of your supply, depending on which direction you push. Be careful and keep your thumb well away from the selection buttons until you are ready to use a Power-Up.

TOKYO, JAPAN

TOKYO, JAPAN

S.H.I.E.L.D. has tracked the meteor impact site to Tokyo, Japan. To make matters worse, Green Goblin and Doc Ock have also been spotted in the area.

INDUSTRIAL PLANT

* Only 3 Helixes on PS2.

Uh-oh! Your Spider-Sense is tingling! It looks like S.H.I.E.L.D.'s computer was right—the mysterious PHANTOMs have infiltrated the Industrial Plant!

It looks like they expected company. As soon as you take a few steps into the plant, you're greeted by a group of Infantry Units!

These rank and file basic PHANTOM prototypes aren't very challenging one on one, but can be quite dangerous in larger numbers. When faced with a group, maneuver yourself around them, jumping often if necessary, to attack the edges of the group. This ensures that you don't get overwhelmed by their sheer numbers. Pick them off one at a time to minimize the danger they pose to you and your sidekick!

After dispatching the first couple of PHANTOM groups, move up the ramp toward a group of containers.

Bust these open to claim the Tech Tokens inside—always open any containers you see. While Tech Tokens are the most common find, you can also gain Red Orbs to increase your health, Invincibility, Mega Damage, and Hero Strikes—all welcome additions to your arsenal.

Ammunition

You can pick up and throw almost everything that can break. This is especially useful against larger foes—plus, it's fun!

Continue along the walkway to face another group of the Infantry Units! These PHANTOMs are blocking the way through the plant, so clear a path with your web shooters.

With that menace removed, proceed through the door to reach the rest of the plant. Don't forget to smash open the containers near the door.

Fight your way through the large group of Infantry PHANTOMs on the other side of the doorway to proceed deeper into the plant until you reach two pressure switches.

Stand on one of the pressure plates. If you're playing solo, your sidekick automatically moves to take care of the other switch. If playing co-op, both players must stand on the plates. This activates a nearby bridge that leads to the first DNA Helix.

DNA Helix

Each level has a number of DNA Helixes for you to collect. Collecting them unlocks special bonuses at the Rewards Console on the Helicarrier. Don't worry if you miss one; you can always replay the mission to find the missing Helix.

Once you've recovered the Helix, head to the right and face a new type of PHANTOM—Shock Troopers.

Use the explosive barrels to deal a quick dose of damage to these heavily armored PHANTOMs. Be ready to throw the volatile container as soon as you pick it up to avoid getting caught in the explosion!

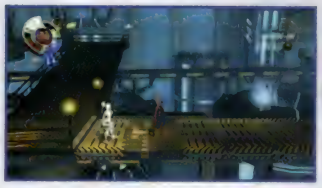
As soon as you have taken out the big guys, a group of Infantry Units appears. Work together with your sidekick to take them out of the picture.

The next area is guarded by more Infantry PHANTOMs and their diminutive allies, Recon Drones. These foes may be small, but they move quickly and can explode, making them a real pain in Spider-Man's web! Use the Grab ability to pluck them out of the air and hurl them toward the other PHANTOMs.

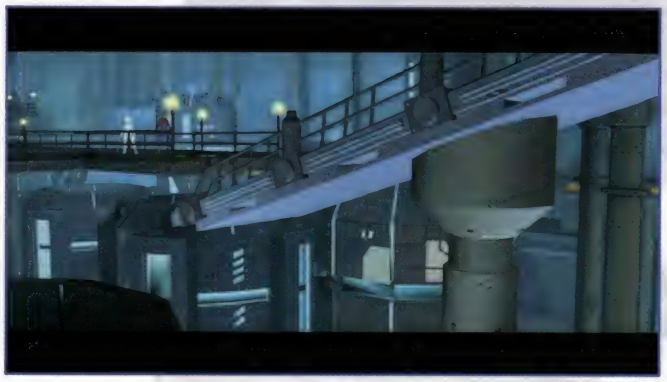
Combo Levels

Notice the number by your character portrait. This indicates your Combo Level. Killing enemies raises this number. The higher your Combo Level, the more Tech Tokens spill out of defeated enemies. The longer you fight, the more this number rises.

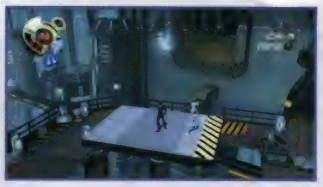
Defeat these enemies and a bridge extends, allowing access to the next DNA Helix. (This Helix is not available in the PS2 version.)



The walkway leads you through an ambush of large PHANTOMs to a single pressure plate. Step on it to lower the ramp leading up.



This leads to more pressure switches, which raise a platform containing your next DNA Helix. Proceed through the doorway to face a Unit Commander.



These huge PHANTOMs pack a mean punch, but you can take them down with a little planning. Damage the big guy by tossing the nearby containers and avoiding melee attacks. Try to time your throws so that they hit the fragile light core in the center of the PHANTOM and deliver the most damage.

The Commander Has Back-up

Before PHANTOMs mastered teleportation technology, Unit Commanders transported Drones into battle. This PHANTOM model still expels small Recon Drones as you fight. Use them to your advantage by grabbing them and hurtling them back at the Commander when its core is exposed.

You can avoid area of effect damage by jumping into the air over the energy waves. If you have any Invincibility or Mega Damage, this is a great time to use them. Grab the Recon Drones out of the air and toss them back at the Commander to inflict maximum damage. This even works while you're jumping to avoid the energy waves!

Once you've won, continue down the walkway, battling your way through more PHANTOMs, to reach the next DNA Helix. This one is in a tricky position. Jump toward it, then jump back toward the platform while in mid-air to avoid falling.

Head left to find the Keystone. This unlocks the arena. Defeating all PHANTOMs in an arena unlocks it for use in Versus Mode.

The PHANTOMs make one last ditch effort to stop you, but these familiar tactics should be no match for Spider-Man™ at this point. At the end of the plant you meet Black Cat, who wants to join your cause in exchange for helping you get into the Secret Lab.

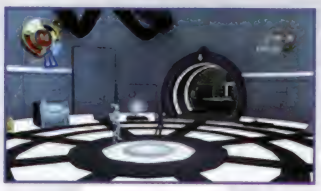
Upgrade Lab

Don't forget to upgrade your abilities and your sidekick's at the Upgrade Lab before leaving the Helicarrier for the next mission!

SECRET LAB

x 3

Doc Ock has to be around here someplace. Be careful as you explore the lab. The first DNA Helix is visible from the entrance. Approach it and PHANTOMs come out to greet you!



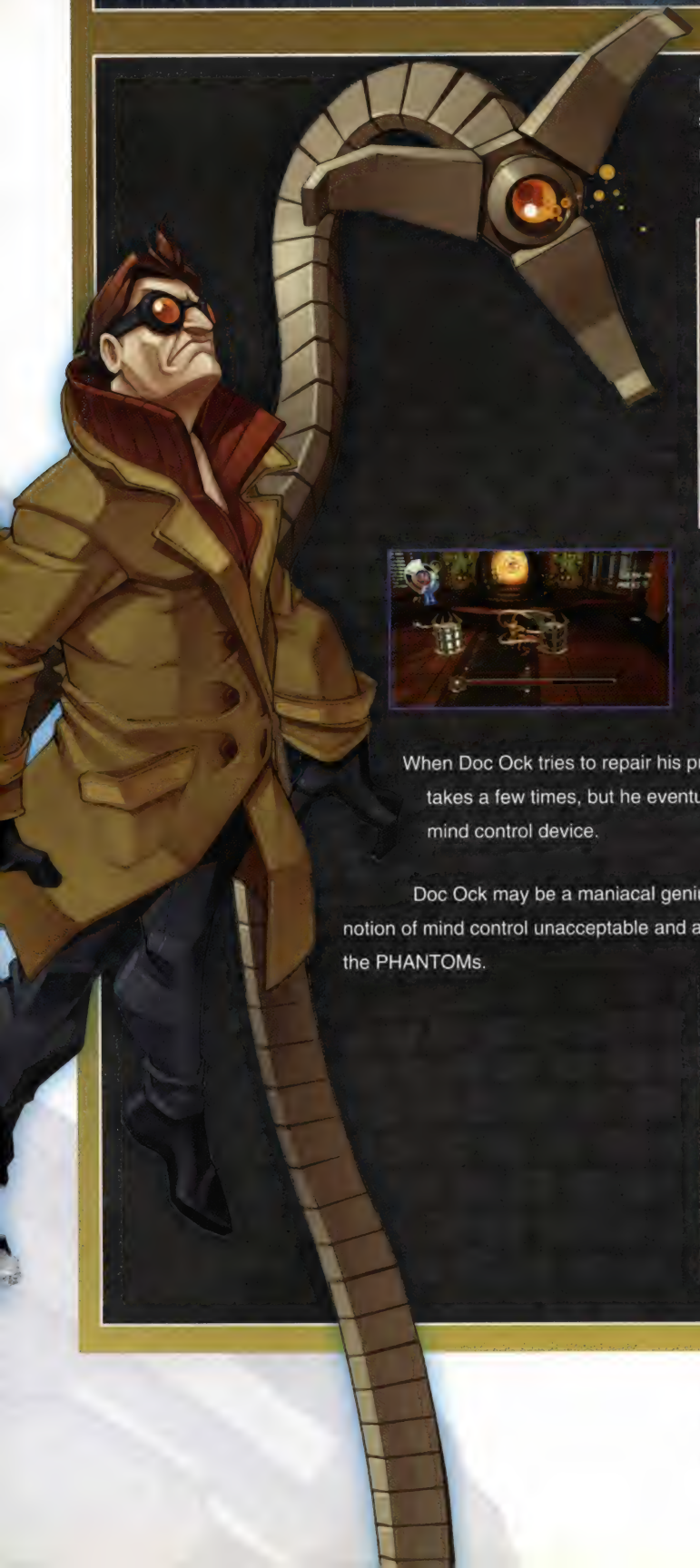
After dismissing the welcome party, enter the next room. This area is loaded with containers storing Tech Tokens and Power-ups. Continue into the next room to battle more of the same types of PHANTOMs you defeated in the Industrial Plant. Always open all containers, including the computers found here. One near the door holds a DNA Helix!

The next room also contains several breakable items, as well as the third and final Helix. It's easy to miss, so be sure to grab it up in the air.

Continue to break open every container; you need all the Power-ups you can get before facing Doc Ock!

DOC OCK

Doc Ock is dangerous enough on his own, but now his mind is being controlled! You must defeat him to get close enough to remove the mind control device.



Doc Ock is using his genius to frantically build a power source for the PHANTOMs. These machines have a defense mechanism that fires at you, making it next to impossible to reach them directly. Instead, use the boxes as weapons!

Grab the boxes and hurl them at the machines. They try to make this difficult for you, but just jump over their shots, grabbing boxes while in the air, then hurling them toward the machines. Three hits to one machine cause Doc Ock to come down to repair it.

When Doc Ock tries to repair his precious machines, take the opportunity to knock him around. It takes a few times, but he eventually succumbs to your punches and allows you to remove the mind control device.

Doc Ock may be a maniacal genius, but he's a maniacal genius with integrity. He finds the notion of mind control unacceptable and agrees to behave himself long enough to help you defeat the PHANTOMs.

As you saw with Black Cat, once you meet a friend or defeat a foe, they join your team and become available from the Sidekick Select console on the Helicarrier.

THE ROOFTOPS

x4 x1 x1

You've succeeded in stopping Doc Ock and recruiting him to your cause, but the matter of finding that shard still remains. Perhaps the rooftops hold a clue?

Move down the rooftops toward a group of Shock Troopers. It looks the PHANTOMs are going to give you trouble here, as well!

Finish Them Off!

Large PHANTOMs begin losing their coherence when severely injured. Once this happens, move in to finish them off quickly before they can resume the fight.

When the first battle has ended, jump over to the next building to get the Keystone and obtain access to this level's arena.

Continue across the rooftops toward a ramp leading up. Use this to jump onto the nearby roof and find the first DNA Helix in this mission!

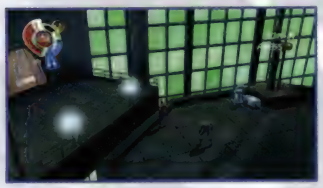
A group of Infantry Units tries to block the way, but Spider-Man and his sidekick will make short work of them. Head across the rooftops, defeating the next group of PHANTOMs. A bridge then extends, allowing you to proceed.

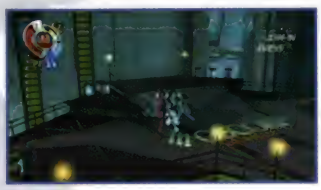
Use your web abilities to make short work of the PHANTOMs!

Watch Out!

It's easy to miss the edge of a building sometimes when jumping around and web-swinging. Always be ready to grab hold with your web to avoid a nasty spill. Don't get too worried if this happens, though. Spider-Man™ appears back on the board in a second, ready to try it again.

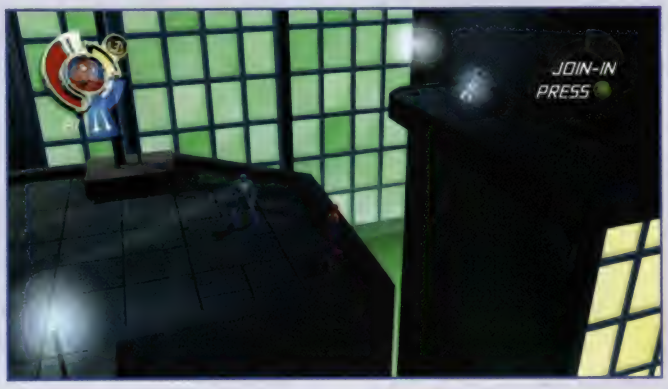
Cross the bridge, battling any PHANTOMs that try to get in your way. After jumping onto the next rooftop, several containers and the doorway to the arena come into view. Clear the arena out to make it available for Versus Mode.



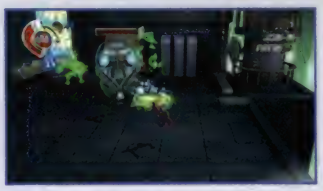


Eradicate these holographic vermin!

Pick up another DNA Helix to the right of the arena. Collect all of these to unlock rewards on the Helicarrier.



Just when you think you've seen all the PHANTOMs' tricks, you come face to face with a PHANTOM Generator! These generators aren't that hard to damage on their own, but they summon more and more PHANTOMs during battle.



Battle your way through the PHANTOMs to reach the PHANTOM Generator. Use your spider strength to batter it into junk. You may have to switch between attacking the generator and clearing out the PHANTOMs a few times, but the battle is over once the generator is destroyed.

Teamwork!

In two-player games, have one player keep the PHANTOMs busy while the other one concentrates on the PHANTOM Generator.

Proceed across the rooftops. A bridge extends after the next short battle. Step onto the pressure plate to activate a moving bridge, providing access to another DNA Helix.

The next roof has some containers to bust open, supplying a necessary health boost after all the recent battles. Continue to the next building with the satellite dish, then walk toward the screen to reach the last DNA Helix.

Even though the PHANTOMs have endured a lot of damage, they aren't ready to give up just yet. It's time to face another Unit Commander! Remember that this PHANTOM expels the Recon Drones, which you can capture and use as weapons.

Step on the pressure plate and enter the now open door to return to the Helicarrier.

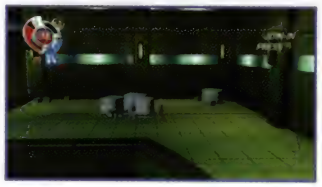
OSCORP JAPAN

x 2

You're getting close to tracking down the location of the first shard. The information you've gathered so far leads you to the corporate headquarters of Oscorp. The Green Goblin is surely lurking somewhere nearby.

The PHANTOMs are relentless! Infantry Units and Shock Troopers bar the passage into Oscorp. Once the door opens, even more PHANTOMs pour out, so be ready.

Continue past the Recon Drones and up the stairs where a Unit Commander waits. By now, the appropriate strategy for this situation should be second nature. Handle the Commander and proceed through the doorway to find quite a few containers, just waiting for you to break them open.



Break these open to get more Tech Tokens.

Head left across the bridge and grab the DNA Helix. Continue until the Recon Drones and Shock Troopers attack. Use the Recon Drones as mobile grenades to make short work of the big guys.

Follow the walkway until you reach a place where you can go up or to the right. Go up first to reach the second and last Helix in this mission.

Go up and to the left to grab the Helix before continuing on.

Step on the pressure switch in the floor to walk back out onto the rooftops and face your old nemesis, the Green Goblin!

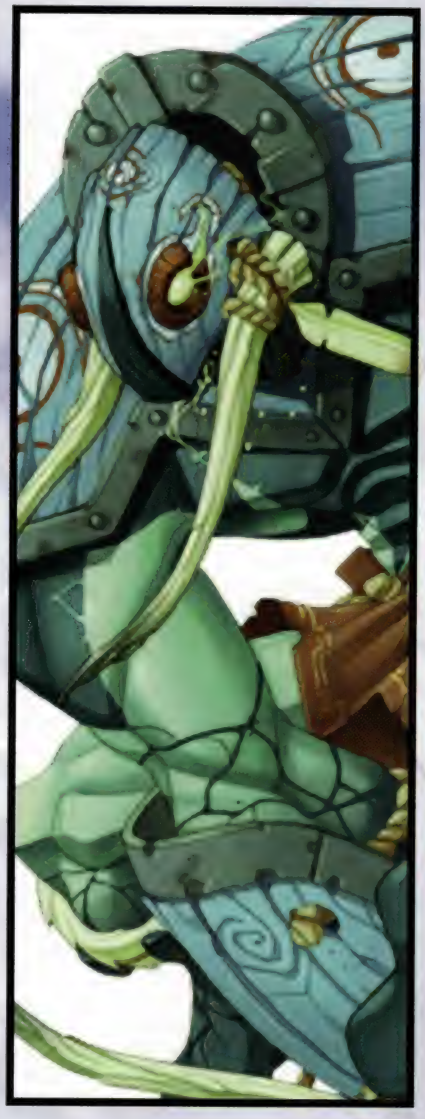
GREEN GOBLIN

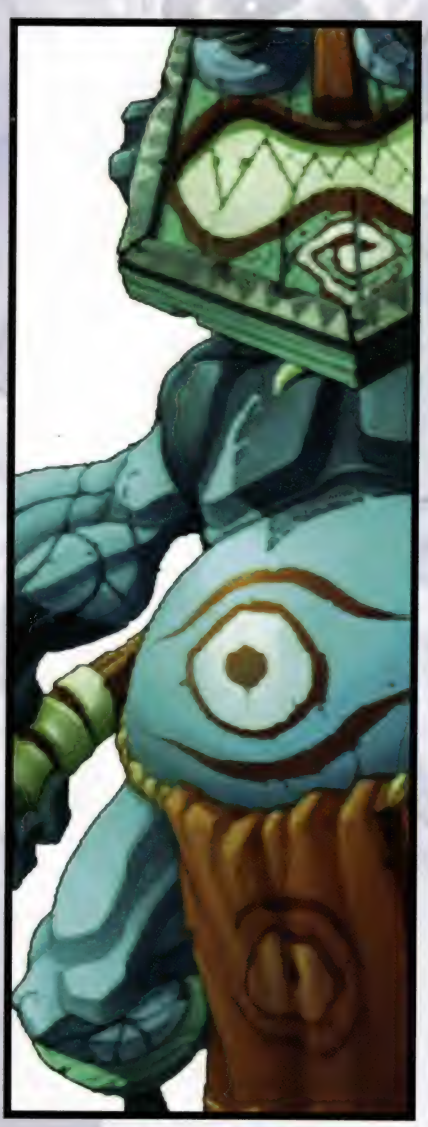
The Green Goblin is crafty, but he relies mostly on his devious inventions in battle. He stays on his glider the entire fight, so you can't get to him directly.

Dodge his Razor Bats and wait for him to drop his trademark Pumpkin Bombs. Grab these as soon as they hit the ground—if they aren't close, use a webline to grab them. Wait for Green Goblin to pause his frantic flying. When he hovers in place, send his own Pumpkin Bombs back at him!

These bombs explode after a few seconds, so don't hang on to them for too long! He drops groups of four bombs each time. Send as many of those back at him as possible each time. Also be on the lookout for the rockets he fires from his glider. They cause a lot of damage and have a tracking ability, making them difficult to evade.

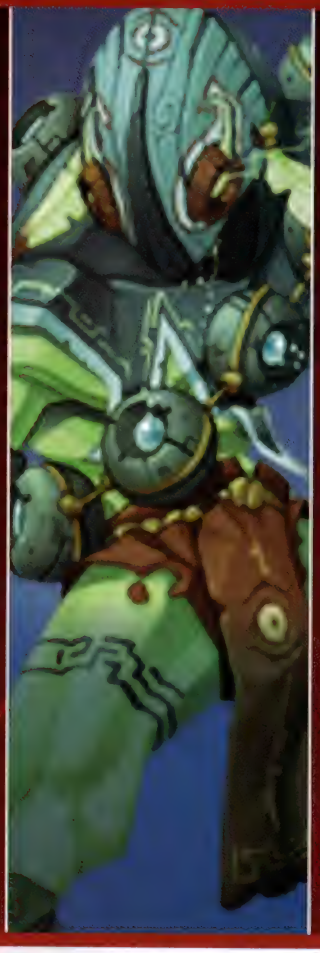
Sooner or later, perseverance pays off and Spider-Man can remove the mind control device. Upset at having been played for a fool, Green Goblin agrees to join the fight against this strange new threat. He can always resume trying to destroy Spider-Man™ tomorrow…





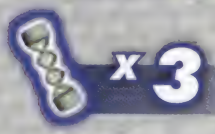
TANGAROA ISLAND

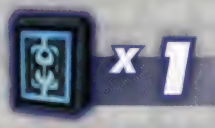
TANGAROA ISLAND



The PHANTOMs are getting more dangerous by the minute as their symbiote index goes up. As if that weren't enough, S.H.I.E.L.D. has detected the presence of Scorpion and Rhino somewhere on the island. Watch your back as you make your way through this island paradise.

BEACHSIDE





Ahhh... golden sandy beaches, sun, and surf... What more could a hero want? Unfortunately, you won't get much time for a tan—these beaches are infested with new types of PHANTOMs!

Switching Web Abilities

Don't forget that you can toggle through Spider-Man's available Web Abilities. See the Intro chapter of this guide for the specific controls for your platform.

Head down the beach, fighting through the PHANTOMs that stand in your way. These new PHANTOMs are tougher and meaner than the ones you faced before, so keep a close eye on your health.

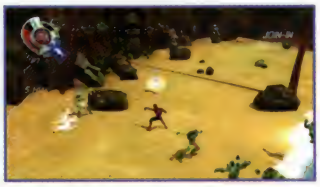
Hidden Surprise

Certain areas contain hidden Tech Tokens and Power-Ups, which can be collected by just walking near them. Always be on the look-out for this valuable currency.

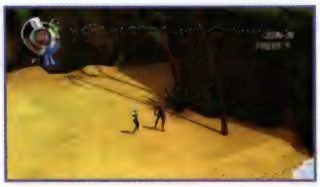
As you continue down the beach, you come to the first of the three DNA Helixes!

The Tribal Hunters have learned to throw their weapons with deadly accuracy, so be ready to dodge and jump if one gets close. Also, many of the rocks and statues littering the beach can be broken like other containers or picked up and used as weapons, so collect everything available when they bust open.

Spider-Man™ and his sidekick should have no trouble taking care of the medium sized PHANTOMs that try to stop them. Keep working through the groups and continue down the beach.



Use Web Shoot to take the enemy out from afar.



Hidden Tech Tokens!

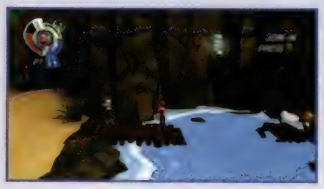
Head through the wooden gates into the next area of beach. You'll find quite a few containers to boost your health, as well as some Tech Tokens. You face your next big challenge near the next area of the beach! A few Tribal Hunters are joined by a Spirit Warrior!

Use that spider strength to lift the rocks and throw them at enemies.

These huge PHANTOMs are much more difficult to defeat than their smaller counterparts. Use the nearby rocks to score some hits on this creature before moving in close. If possible, use an Invincibility and Mega Damage to get in close without risk, then attack. This PHANTOM is adept at using its shield to block your attacks, so aim carefully. Watch out for its massive club, as well. It can damage you even on its backswing!

Once the Spirit Warrior is defeated, the next gate opens, giving access to the next area of beach. When you enter, a group of Tribal Hunters appears. Use the Web Line ability to grab one and swing it around, hitting the others. This is a good tactic to use any time you have medium PHANTOMs grouped together in a small space.

More hidden Power-Ups!



The next DNA Helix is at the end of this area of beach.

Enter the next gate and cross the bridge to reach another gate guarded by a couple of Tribal Hunters. Inside you face the first Tusk Berserkers. The symbiote index in these large PHANTOMs has given them a nasty temper! Use the Web Line ability to trip them, damaging them as they crash to the ground. These monsters also roll up into a ball and bounce toward you at high speeds, knocking you down. Be sure to watch for this and jump over them whenever possible. They are joined by the small Mystic Seekers. You can grab these out of the air and use them as weapons.

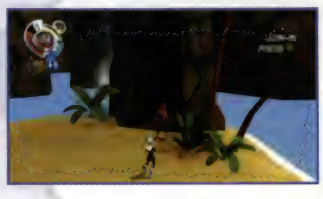
Trip them up with Spider-Man's Web!

After the battle, jump up onto the cliff and walk across the small wooden bridge to reach the last Helix—it cannot be seen easily from the ground. As soon as you cross the bridge, jump up onto the small grassy hill to reach the Helix.

More hidden Tech Tokens.

Continue down the beach, crossing another small bridge to reach a Spirit Warrior guarding the next gate. Use the same tactics as before and stay in the air as much as possible while attacking. This helps avoid its powerful club. Eventually, the monster is worn down and the path opens.

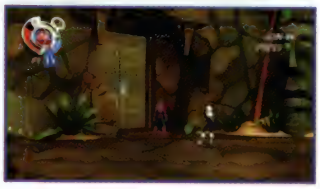
Go through the gate and cross the bridge to face more PHANTOMs. When the path branches up or to the right, jump down the ledge to the right to reach the Keystone on the beach.



Hidden Treasure!

Jump back up the ledges and retrace your steps until you see the sand up against the cliff edge. Jump up and head left to reach the arena door.

More Hidden Treasure!



Clear the PHANTOMs out of the arena to open it up for Versus play.

More Tribal Hunters are waiting on the next section of beach, but they don't pose much of a threat at this point. Once the battle is over, a platform raises, granting access to the higher level of beachside cliffs. Jump up to reach the doors leading away from the beach.

Before you can exit the gate, you must defeat the PHANTOM Generator! This one is not too heavily guarded, so make your way directly toward it and hit it with everything you've got. The more quickly it dies, the fewer reinforcements it can summon. Once it's destroyed, exit the gate to return to the Helicarrier.

SEA CAVES

x 2

Tech Tokens are hidden in a bush near the entrance.

Soon after entering the Sea Caves, Tusk Berserkers move in to attack! Trip them up and then beat them up! Cross the bridge to reach the small platform, which makes it possible to jump up to the next area where a group that includes Tribal Hunters and Mystic Seekers is waiting!

Grab the little guys out of the air and use them as free explosives. Throw them quickly at other Mystic Seekers or the Tribal Hunters for easy damage.

After the battle, head up the stair-like cliffs and step on the switch there. This activates a bridge that leads to the next area of the caves. The PHANTOMs are even thicker here, so be careful not to let the groups become overwhelming. At the top is another switch that activates another bridge.

The next Helix is hard to see. After you cross the bridge, jump up near the cliff face. You can reach the Helix by jumping up onto this ledge. There are also more containers up here to bust open.

Search the bush to find more inventory items.

Jump back down and continue along the ledges. Once near the door, you are ambushed by a large group of PHANTOMs! Deal with these foes and the door opens into the underground portion of the caves. A Spirit Warrior is ready with a warm welcome! Once you have returned his pleasantries, move onto the next area of the cave.

Step onto the pressure switches here to open the door, granting access to the second and last Helix.

Check out the bush for extra goodies!

The doorway to the next room is blocked by another group of Tribal Hunters! Use the nearby green explosive barrels to deal extra damage to these pests.

When you're finished, head through the doorway. It leads into an open cavern that provides access to the next challenge!

SCORPION

While not as dangerous as some of Spider-Man's other foes, with his menacing tail and hot temper, Scorpion still deals quite a sting.

To defeat him, dodge the blasts of his tail while jumping and swinging over the hot lava. The lava causes damage, so be careful how you jump. Scorpion moves between platforms, so chase him down and beat the mind-control out of him. Be sure to watch out for falling rocks. Half this fight is learning to dodge his attacks while getting close enough to him to deliver some damage of your own.

Scorpion has clashed with Spider-Man™ in the past, but once you remove the mind control device, he puts former grudges aside to join forces against the PHANTOMs. His reasons may be selfish, but the end result is the same: Spider-Man has one more ally in the upcoming battles.

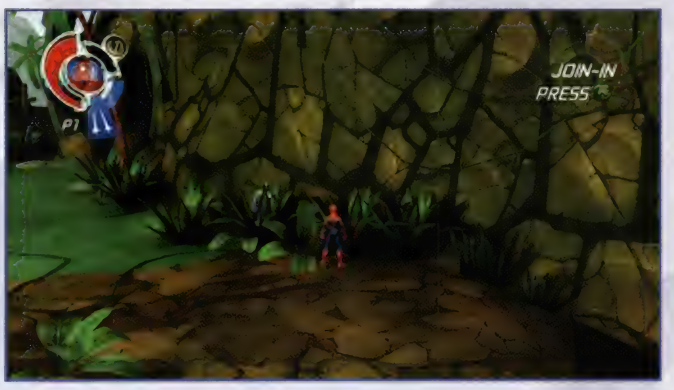
Remember

You can't use your Invincibility or Hero Strike Power-Ups during a boss fight!

THE CLIFFS

x4 x1 x1

Search the bush near the entrance to find a hidden inventory item.

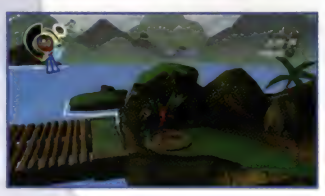


Of course, the PHANTOMs can't just let Spider-Man enjoy the view—an ambush awaits in the first clearing. Once the PHANTOMs are clear, activate the two switches to bring up a bridge, then cross over to reach your first DNA Helix and lots of containers to break apart.

Return across the bridge and continue across the stone bridge to reach the next area where a group of more advanced Tribal Hunters and Tusk Berserkers waits!

The PHANTOMs here look a little different than the ones you have faced on the islands so far, but they function in the same way. Use the old familiar tactics to defeat them and they go down just like the others.

Step on the switch at the edge of the cliff to bring a bridge up, allowing Spider-Man™ to cross to the next area.



Once the Tusk Berserkers here have been defeated, head to the switch to bring another bridge up that leads to the next cliff.

Search for hidden items!

There's another secret stash of items at the top of the ledges.

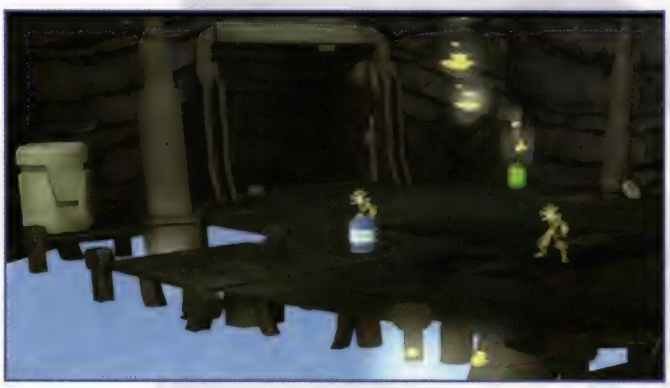
More PHANTOMs try to block the way, so mow through them and head into the doorway to battle a few Mystic Seekers and break open some containers. This leads through the rock to another area of the cliffs.

Another Spirit Warrior blocks your path! This angry PHANTOM is accompanied by several small Mystic Seekers. They should prove to be only a small problem. Take the big guy out and get ready to enter the next area of cliffs.

Several Tribal Hunters and a couple of Tusk Berserkers do everything they can to stop Spider-Man™ in this area. Grab the Tribal Hunters with the web and spin them around, hitting other PHANTOMs nearby. This is a very effective way to deal with these large groups.

Tusk Berserkers

There's a large barrel near the water's edge. Break it open to grab a DNA Helix before moving on.



Enter the door and move forward to reach some rock formations that lead to a set of pressure switches. Step on them to raise another jagged row of rocks from the water, allowing Spider-Man™ and his sidekick to cross over to the next ledge where more PHANTOMs are guarding a Keystone.

Cross back over and head up to face more angry PHANTOMS. Who knew holograms could hit so hard? Once they fall, a statue appears, making it possible to jump up to the next area. Before doing this, clear out the arena to the right, making it available for Versus play.

What's hidden behind this statue?

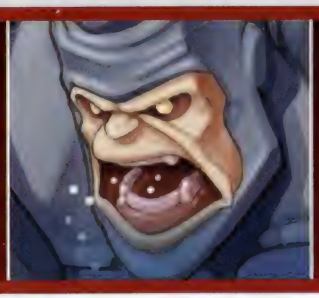
Jump up as far as the ledges allow and take out some more PHANTOMs. Head to the left and follow the path to reach the next DNA Helix.

Retrace your steps and approach the closed door, putting an end to the PHANTOMs in the way. Through the door is another group with both the small and large PHANTOM types. Like before, grab onto a PHANTOM and send it flying into another one.

Activate the double pressure switches to the right and enter a small room with lots of containers. Be sure to grab them all! Exit the room and jump left to reach the next Helix.

Head up and to the right, entering the open archway to face another PHANTOM Generator! Tear it apart, using Invincibility and Mega-Damage Power-Ups if you have them. Step on the switch and cross the bridge.

Oh, no! The PHANTOMs are trying to take control of Iron Fist! Your presence stops them and he gladly joins you.



ANCIENT RUINS

x 2

Rhino is up to something in these Ancient Ruins. Head across the wooden bridge to face Tribal Hunters. Try out new upgraded web abilities on these medium phantoms, then make your way to the switch that brings up a bridge.

Cross both bridges here and battle through the group of Tusk Berserkers and Tribal Hunters. Trip the large PHANTOMs up for massive damage.

Take the stairs down and break the nearby containers. Once you defeat the PHANTOMs, the double switches to the left become active. Step on them to reach the first DNA Helix.

Return to the foot of the stairs and head right to reach a switch that activates a bridge leading across to the next area.

Hero Strikes!

Don't forget to use the Hero Strike Power-Up to take out a troublesome group of PHANTOMs.

Green Goblin and Spider-Man™ perform a Heroic Strike!

Climb up the ledges to the right where more PHANTOMs try to stop Spider-Man™. Once you take them out, another bridge raises, making it possible to continue across to the next ledge.

Use the platform to reach the top.

Step on the switch here to raise a nearby platform, accessing the upper level and the second DNA Helix.

Walk near the tree to find a hidden item!

After grabbing the Helix, retrace the way across the bridge where a few Tusk Berserkers and Mystic Seekers want to have a word with you. Use Web Trip and Web Grab to take them out and quickly move on.

Teamwork Finish

When Spider-Man and his sidekick work together to finish off a foe, it creates a Teamwork Finish! This helps build up your Combo Levels, meaning more Tech Tokens from fallen foes!

Enter the door to face Rhino!

RHINO

Rhino is certainly not the brightest of Spider-Man's foes, but what he lacks in brains he makes up for in big, dumb bulk. With enhanced strength and speed, this big lug can be quite a handful.

Rhino's costume is thick, like the skin of his namesake, and hurting him is difficult. When Rhino smashes the ground, throw the fallen rocks at him to inflict damage. Make sure to jump over the shockwaves produced by Rhino's pounding.

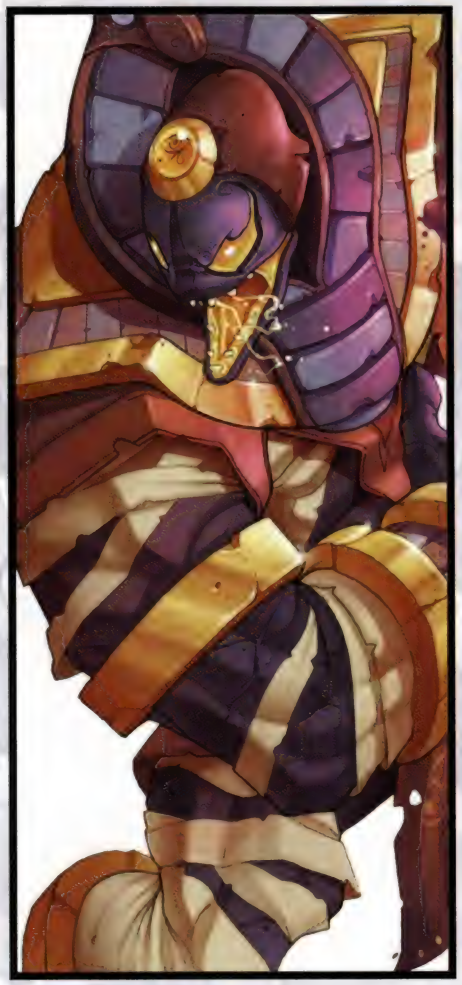
Spider-Man™ comes dangerously close to becoming a shish-kabob.

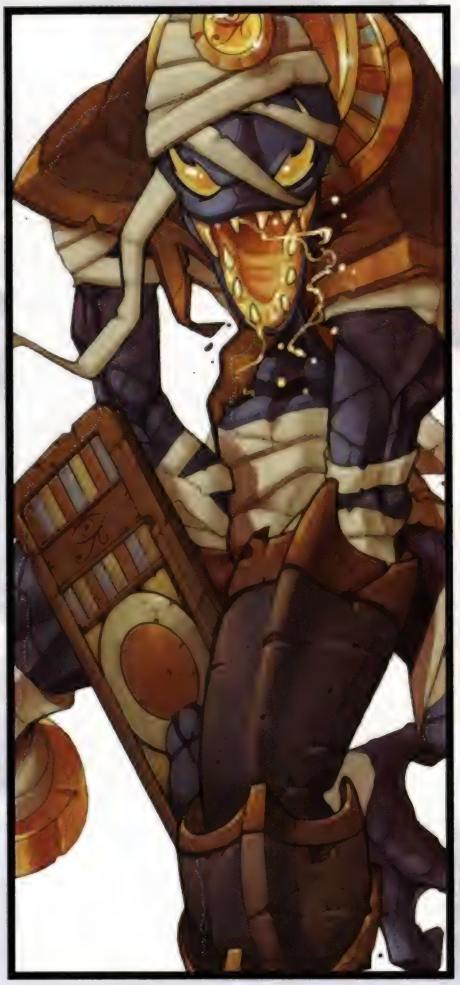
The best damage is caused by leading Rhino into the electrified pillars surrounding the battle area. Jump out of the way when he charges and he'll hit the pillars, causing him to become stuck by his horn for a few seconds.

After breaking the mind control, Spider-Man tries to leave Rhino behind, but relents in the end. What's the harm in adding one more psychopathic sidekick to the growing list?

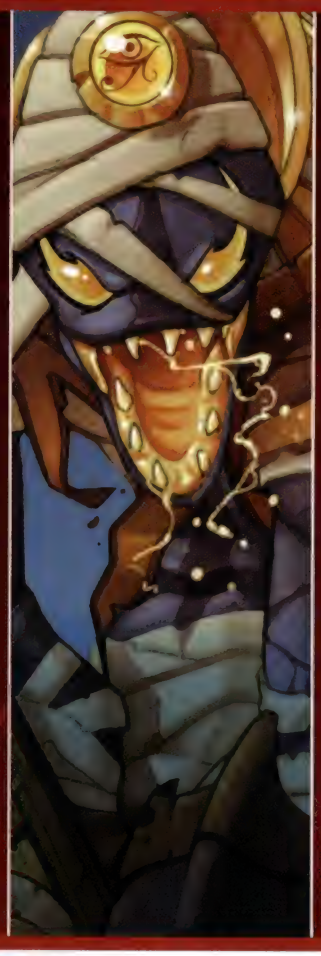
After defeating Rhino, the Web Stun ability becomes available.

CAIRO, EGYPT



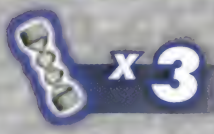


CAIRO, EGYPT



One of the meteor shards landed somewhere in Cairo, Egypt. S.H.I.E.L.D. has determined that the PHANTOMs here have a higher symbiote index than those you have faced before. To make matters worse, a couple of Spider-Man's old nemeses have been spotted in the area.

SUN-DRENCHED CITY



Head down the stairs to reach a switch that brings up a stone bridge, allowing Spider-Man™ to cross the water. Once you reach the other side, look out for the Darkwing Soldiers! These medium PHANTOMs have a much higher symbiote index than those in previous areas, which means they are smarter, meaner, and harder to destroy!

Once you've cleared these out, use the nearby switch to access the next area where a Sorcerer of Anubis awaits!

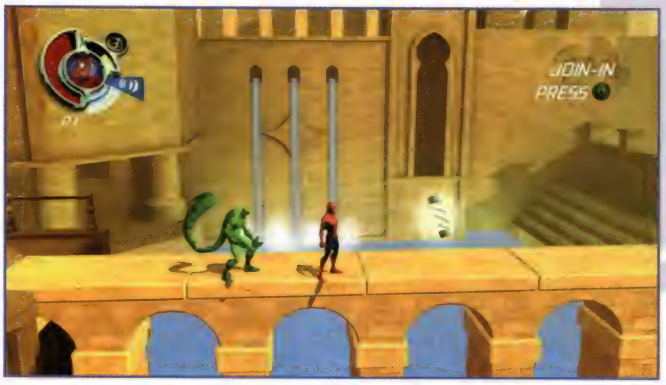
Take down the sorcerer, then bust open the large crate to the left and claim a DNA Helix.

Enter the nearby room that holds several more breakable boxes. Darkwing Soldiers appear, but in such small numbers.

Head down the stairs where more PHANTOMs show up to harass Spider-Man™. Use your new Web Stun ability to blind these, and any other, large type PHANTOMs. While they're stumbling around, unable to attack, Spider-Man can deal out some damage.

Head through the gates and down the stairs where another PHANTOM ambush awaits. This time, you face a Pestilence Lord! This PHANTOM looks tough, but he's no match for Spider-Man™! Use a Mega-Damage and Invincibility Power-Up if you have one available to make the fight that much quicker.

Take the stairs down and fight your way across the bridge to grab the next DNA Helix.



These Darkwing Soldiers are a lot easier to handle when they're all wrapped up in Spider-Man's web!

Follow the path down the stairs where a large group of PHANTOMs teleports in. The Sorcerers of Anubis can grab Spider-Man and throw him around, so avoid close contact with these enemies whenever possible.

Check the potted tree for hidden items!

Once these foes have been defeated, the gate opens and ushers in the next area. Climb on top of the roofs to find a few jars before moving down the sandy street. Soon enough, more PHANTOMs appear to wreck your day.

At the end of the street, step on the switch to lower a bridge that crosses the chasm. As soon as you cross, head toward the buildings and grab items hidden under the awning.

Check near the building with the awning.

Continue until you reach a ledge leading down to a PHANTOM Generator! This one is no different than the others, so keep the Darkwing Soldiers busy and destroy it as quickly as possible. This is a good time to use Hero Strike if one is available.

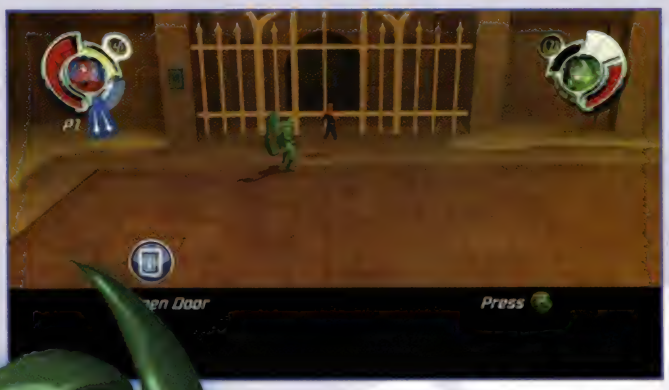
Head through the gates and be ready for an ambush! A few Sorcerers of Anubis do their best to block the way. Fortunately, their very best isn't good enough!

When one character grabs a large PHANTOM type from behind, it creates an opportunity for the other character to attack with impunity, causing Submission Damage. Give this a try on these creatures.

Submission damage!

Step on the two switches to lower the awning on the building, providing access to the DNA Helix. Enter the doorway near the Helix to grab the Keystone needed to open the arena.

Jump down and head back toward the beginning to reach the arena. Clear out the PHANTOMs inside to unlock it for Versus mode. Return to where the Keystone was located and walk through the doorway to return to the Helicarrier.



The Arena

Cairo, Egypt

THE OASIS

x2 x1 x1

The Oasis is lusher than the sandy streets of the city, but it has just as many PHANTOMs crawling about. After defeating the welcoming party, step on the switch to activate the bridge.

Check the bush for Tech Tokens!

Cross over to face more Sorcerers of Anubis. By now, all their tricks are familiar. Use the Web Stun ability to hold them in place while Spider-Man™ and his sidekick bring them down.

Step on the double pressure switches to open the door into a chamber with a DNA Helix.

More hidden items!

More PHANTOMs stand in the way, but Spider-Man™ can handle them. Continue to the next switch to lower the bridge, granting access to the next area.

What are all these Tech Tokens doing hiding in this plant?

Jump across the gaps and cross the wooden bridge to reach the next set of switches. They open a door leading to a Keystone.

Once you exit the room and continue, a group of PHANTOMs comes out of nowhere and attacks!

Jump down the ledges here to reach a plant hiding a secret.

Step on the switch to lower the bridge. Once you cross, destroy the PHANTOMs that appear. Remember that the small Scarab Drones make excellent ammo. Use Spider-Man's web to grab them or pluck them out of the air with your hands if close. Once this group goes down, a platform rises to the left granting access to the upper level. Once on top, head to the right to tangle with more pesky holograms.

Destroying these guards activates the switch to the right. Step on it to lower the bridge leading to the next area. On this side, you face more of the same. Pay attention and the mob of Darkwing Soldiers won't cause too much trouble.

Activate the next bridge and head to the far-right to reach a room with a few containers to break.

Step on the switches to open the door.

Return to the main path and head up to reach the arena door. Once you have cleared out this arena it is available for Versus play.

Activate the small switch in front of the door adjacent to the arena, leading to the next area.

Scarab Drones lurk inside, accompanied by a Pestilence Lord! Use Power-Ups to make it more manageable. If none is available, move in to attack and be ready to jump out of the way of its massive weapon.

Find the hidden items!

Activate the nearby bridge after this battle, then cross over and head left, through the archway in the rock. More Darkwing Soldiers await. The PHANTOMs must have a nearly unlimited supply! These are soon joined by the lumbering Sorcerers of Anubis. Think of them as punching bags with feet.

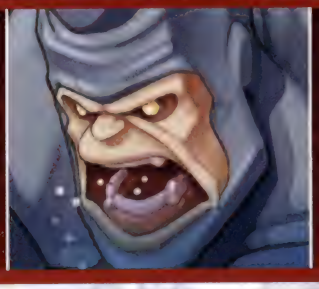
Check the plant for hidden items before entering the archway.

Cross the next bridge and activate the double switches to access the next DNA Helix.

Exit the room and head toward the bridge, battling your way through the mass of enemies. Lizard is on the other side. The PHANTOMs haven't managed to take control of him yet, and he agrees to join your team.

Don't forget to upgrade!

Each time you visit the Helicarrier, spend some Tech Tokens and make sure Spider-Man™'s abilities and vital statistics are upgraded. This makes battles go much more smoothly. Don't forget to upgrade your sidekicks, too!

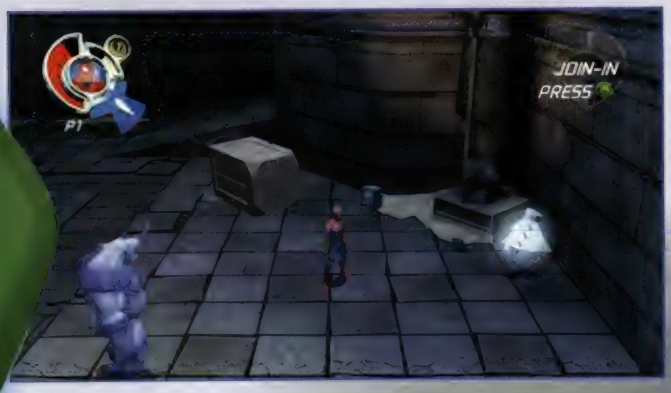


UNEARTHED CATACOMBS

x 3 x 1 x 1

The Catacombs hold tougher versions of the PHANTOMs you faced outside. Be especially careful of the new and improved large variety; they have a foul breath weapon and aren't afraid to use it.

Activate the double switches to open the door, then claim the first DNA Helix.



This room also contains quite a few priceless antiquities to bust up and hidden Tech Tokens in the statue in the corner.

Exit the room and follow the path, jumping over the gap to the left to break some more containers. Every Tech Token counts!

Once you walk through the doorway, a group of Darkwing Soldiers attacks! These are similar to the ones you faced before, but with a new look! Who knew homicidal holograms had a sense of style?

Search behind the statue for hidden items!

Continue down the hallway to battle a Pestilence Lord. Keep to the air to avoid the energy waves it puts out. Once it falls, the door opens.

The bigger they are, the harder they fall.

Use the Scarab Drones that appear as you pass through the door to take out their medium size counterparts. After a couple of battles, the PHANTOMs back off and the door opens.

Never miss an opportunity to throw the PHANTOMs' handiwork back at them!

Rhino takes in some culture.

Enter the room and activate the two switches next to the door by punching them. This opens the door to access the Keystone. Be sure to break open all the containers to keep your inventory full.

Examine both statues to find hidden items!

Leave the room and head down the ramp to face a unit of Sorcerers of Anubis. Like their smaller teammates, these large PHANTOMs have upgraded their look, but they are still a big pain. Use Web Stun to Blind them, making them easier for Spider-Man™ and his sidekick to handle. Luckily, the Sorcerers have brought a supply of Scarab Drones with them, so Spider-Man has something to throw in their faces. Once they're defeated, the gate opens.

As soon as you enter the next room, search the statue to pick up hidden items.

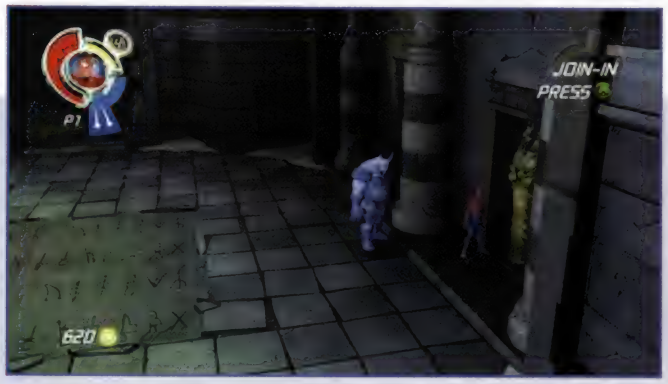
Head down the ramp into the next room. These PHANTOMs mean business! Web them up to make taking them down a lot easier.

Constrict Drain

Be sure to upgrade the Web Stun abilities to include Constrict Drain and its upgrade, Super Drain. Both return health to Spider-Man when medium PHANTOMs are Web Stunned.

Don't forget about Web Shoot!

Take the ramp deeper into the catacombs to reach a door with double switches. Attack them both and open the door to reach the next DNA Helix.



Grab the Tech Tokens hidden in the statue.

Follow the ramps down and cross the scaffolding bridging the small crack. Once across, large and small PHANTOMs interrupt the search for the shard.

Pretty tough looking, for masses of colored light.

After mopping this group up, head to the next area to face a Pestilence Lord. Grab the nearby poison barrel and toss it at the PHANTOM to begin the battle. Sweep him aside with the usual tactics. Once the door opens, the DNA Helix is found at the bottom of the ramp.

A trip back up the ramp triggers an ambush by four Sorcerers. Knock them out to clear the doorway leading back to the Helicarrier.

EXCAVATION SITE

x 2

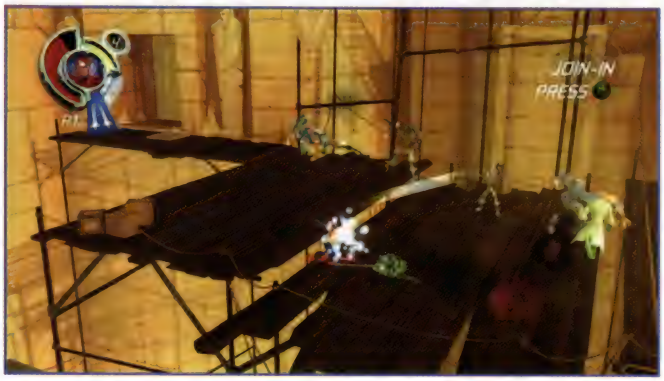
Sandman must be around here somewhere, probably right at home among all the sand. Proceed through the Excavation Site to find him.

Use the scaffolding to jump down until you reach the door, pressing the set of switches to gain admittance to the room. The next DNA Helix is inside!

Exit the room and cross the scaffolding to the right to face two Pestilence Lords. One of these isn't so hard, but two together can pack quite a punch! Concentrate on one while dodging the breath attack of the other. Consider it a challenge!

Take the ramp downward to reach the next door. Before you can enter, the door shuts and a group of PHANTOMs appears. Once they've been cleared out of the way, press the double switches to grab the DNA Helix on the other side of the door.

Exit the room and make your way around the outside ramp, then activate the switch and enter the doorway. Cross the walkway. There are quite a few PHANTOMs standing in the way, but don't let them stop you!



Once these foes are vanquished, a portion of scaffolding rises, creating a path to the double switches by the doorway. Grab all the Tech Tokens and Power-Ups in here to fill up your inventory.

Jump down to the raised scaffolding and over to the ledge where more PHANTOMs wait. Once these enemies have been dealt with, another platform rises.

Follow the scaffolding to reach the final doorway. Sandman is on the other side!

SANDMAN

Although he often finds himself on the wrong side of the law, Sandman is a good guy at heart, and would never willingly be involved with something as insidious as PHANTOMs.

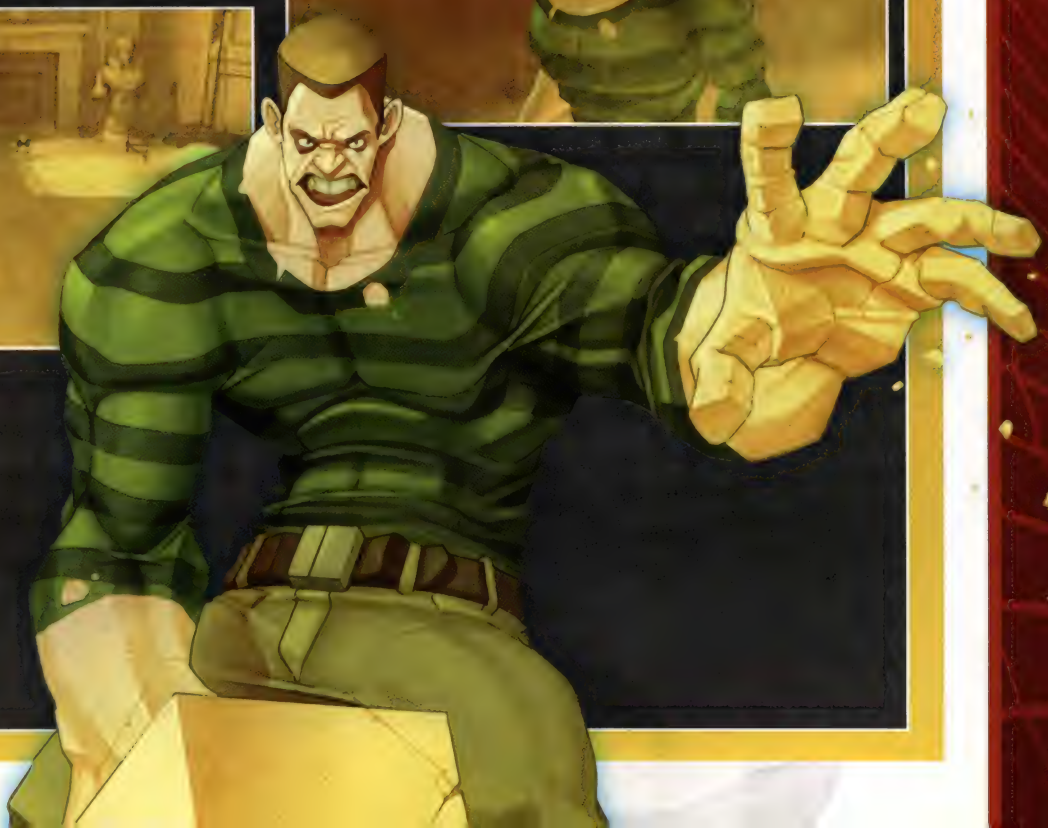
Unfortunately, the only way Spider-Man™ is going to get through to him is to beat him down enough to remove the mind control device, which isn't going to be easy.

Sandman wields the organic particles of which he is comprised with deadly accuracy, and the mind control hasn't changed that. Try to get in close to Sandman to attack him.

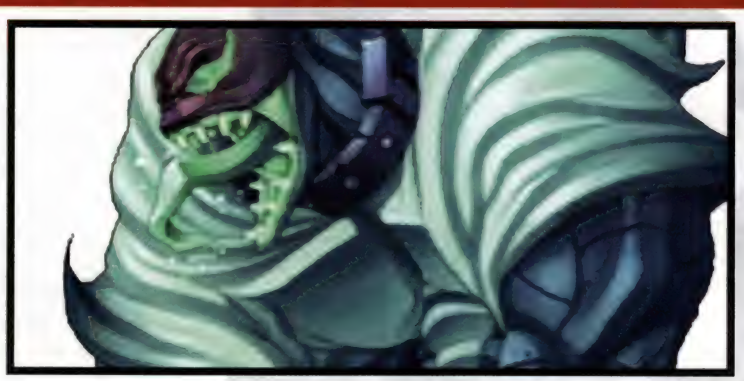
Sandman attacks you with waves of rolling sand. Jump over these and work your way up toward him. He also throws gigantic sand fists your way. If these hit Spider-Man, they cause considerable damage, so stay nimble and jump over them.

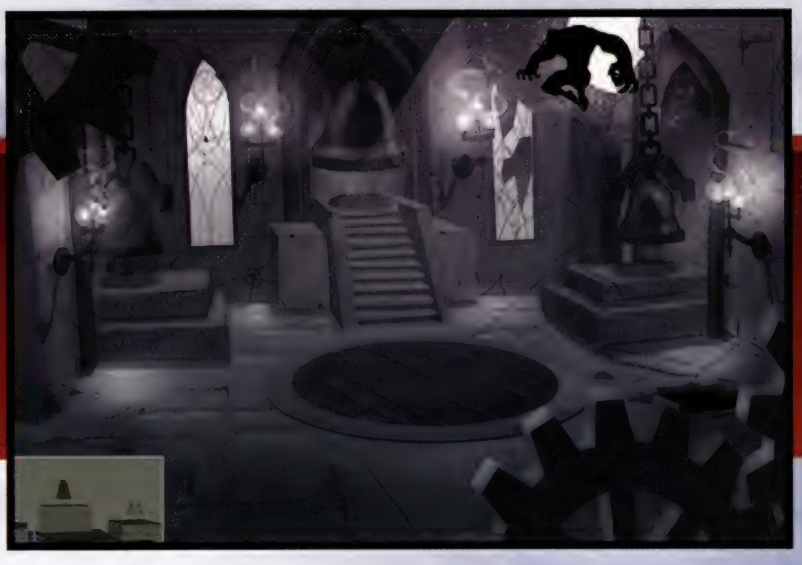
The same is true of his sand spikes. This sand is abrasive! If Spider-Man's hit, the spikes cause damage and knock him back, making it harder to get in close for the attack.

Once you knock some sense into Sandman and remove the mind control device, this usual foe agrees to join the cause.



TRANSYLVANIA

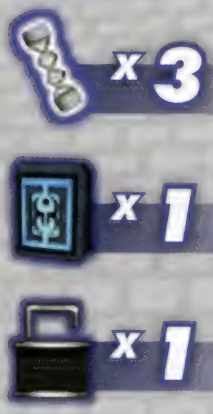




TRANSYLVANIA

With an average symbiote index of 53%, the PHANTOMs in Transylvania are the toughest yet! The computer has also detected the presence of a life form with a symbiote index of 100%. To make matters worse, there also seems to be something wiping out the PHANTOMs at an alarming rate. Hopefully, it's friendly.

OLDWORLD VILLAGE



Transylvania has a reputation for ghosts, ghouls, and sundry other scary things—and the PHANTOMs here have adopted themes rooted in Transylvanian folklore. The increased symbiote index has made these PHANTOMs the nastiest yet, and the forms they have chosen reflect that.

A welcome party of two Skeletal Soldiers blocks the way to the bridge. Destroy them and activate the switch before crossing to face a few Phantasms and Howling Berserkers.

These large type PHANTOMs act much like the werewolves they resemble. They are big and mean, and come out in a rolling lope, intent on eating you for breakfast.

Once they have been defeated, the door opens, leading into an open area where more PHANTOMs appear. Use Web Grab to swing the Skeletal Soldiers around, infecting them with the Nanovirus and crashing them into the Howling Berserkers.

When the coast is clear, enter the next area to face more of these fiends. Blind the Berserkers with Web Stun while you take out the Skeletal Soldiers.

Grab the Keystone from the edge of the area.

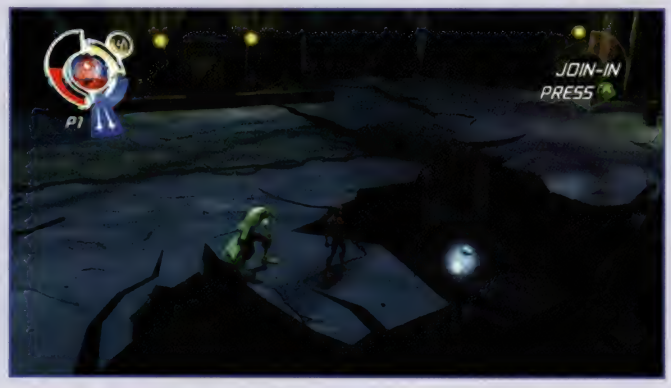
Enter the doorway and make your way over to the switch, extending a bridge that accesses the arena. Wipe out the PHANTOMs inside to open it up for Versus play.

Exit the arena and cross the wooden bridge where more PHANTOMs are waiting for Spider-Man™ to beat them senseless.

"Do you really think you can win? I'm Spider-Man!"

Climb up to reach the next DNA Helix. A large crate partially blocks it from view. Destroy it and grab the Helix.

Go through the doorway where more Skeletal Soldiers and Howling Berserkers appear! As long as Spider-Man's abilities have been upgraded, these fights aren't too difficult. Don't let the numerous Skeletal Soldiers surround you, and watch out for the charge of the Berserkers. The nearby crevice is hiding the next DNA Helix. Grab it before continuing on.

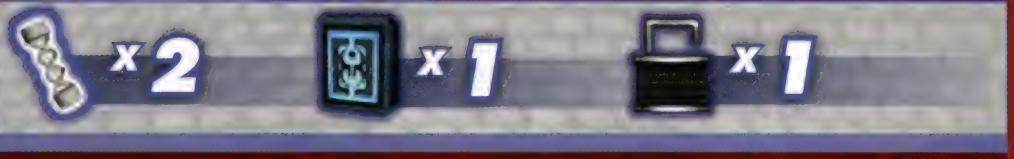


Activate the bridge to gain access to the next area. Jump up on the ledges to the left until another group of PHANTOMs appears at the top. Trigger the double switches to the right and enter the small room containing the last DNA Helix.

Once finished, head back up and through the door leading up and across the wooden bridge, then continue up the stairs. More Howling Berserkers and Phantasms lie in wait! When the path is clear, climb up the ledges to the left to reach another set of stairs. There's a Ghost Summoner at the top! These PHANTOM types are about the same size as the Pestilence Lords. Use the Phantasms that they summon against them. Pluck them out of the air and send them crashing into the Summoner. Use any available Power-Ups and go to town on it.

The next area contains a large group of PHANTOMs. Before getting close to them, grab the explosive barrels near the door and fling them at the angry creatures, giving Spider-Man's team a head start on the battle. Once these are destroyed, enter the gate to exit to the Helicarrier.

THE MANOR HOUSE



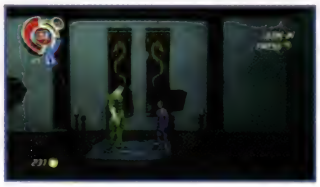
The PHANTOMs provide a ghoulish greeting when you enter the grounds of the Manor House. These few Howling Berserkers and Phantasms won't give Spider-Man™ too much of a work out, though. Take care of them and move up to the entrance of the house.

Destroy the PHANTOM Generator blocking the entrance, then move into the house where Skeletal Soldiers and Phantasms attempt to block the way. While the Manor House sports the classic haunted house look, there aren't any vampires, ghosts, or zombies inside—just a whole lot of PHANTOMs! Activate the switches and head through the door that leads deeper into the Manor.

The door was blocking the first DNA Helix. Grab it and return to the entrance. Don't miss the secret items hidden in the fireplace.

Check the fireplace!

Go upstairs and activate the next set of double switches to enter the door where the Keystone is located.



Jump up on the bed to find hidden Tech Tokens!

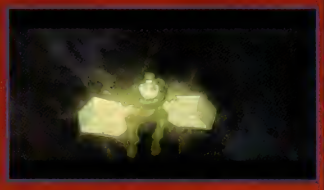
Head down the hall where even more PHANTOMs appear! Like the good guy in a classic horror film, it's up to Spider-Man™ to send them back from whence they came! Climb the short set of stairs and go through the double doors. Don't miss the hidden tokens in the fireplace!

Enter the dining room and take out the PHANTOMs here. Spider-Man's Mass Stun move is very effective in wrapping Skeletal soldiers up tight for safe keeping until he's ready to beat them down.

Climb halfway up the stairs and take the hallway on the right to enter the room with the arena entrance. Once the monsters are defeated, the arena becomes playable in Versus Mode.

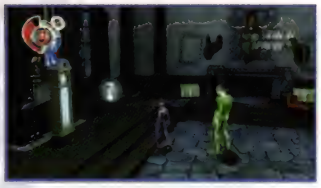
Exit the room and continue up the stairs. Be sure to bust up any old furniture—you never know when you might find something interesting, like Tech Tokens.

Hero Strike



You can hold only one Hero Strike at a time, so don't hoard it forever. While they are rarer than the other Power-Ups, don't forget to use them when faced with a large group of enemies.

Activate the switches, then enter the double doors to the left and grab the second DNA Helix.



Fireplaces are handy places to hide items.

Take the stairs up to the next large room. This time Spider-Man is faced with not only the Howling Berserkers, but also a Ghost Summoner—all at once! Save your Mega-Damage and Invincibility Power-Ups for this fight. Take out the Ghost Summoner while using the Power-Ups to prevent it from summoning more Phantasms to join the fray.

Once this group is defeated, the door opens. Climb the stairs and take out the Skeletal Soldiers at the top, then jump onto the balcony to reach the hallway. In the next room, Spider-Man finds out what has been killing all the PHANTOMs—Blade, the Daywalker.

Blade has been tracking the vicious symbiote, Venom, and agrees to join Spider-Man so that they can track him down together.

GRAVEYARD PATH

x3 x1 x1

If the Manor House wasn't spooky enough, prepare to make your way down the Graveyard Path. Yep… Nothing nicer than a little walk, in a graveyard, in Transylvania.

"Oh great, a graveyard. What's next… a big, creepy church?"

Follow the path, defeating the Skeletal Soldiers and Phantasm that appear among the tombstones.

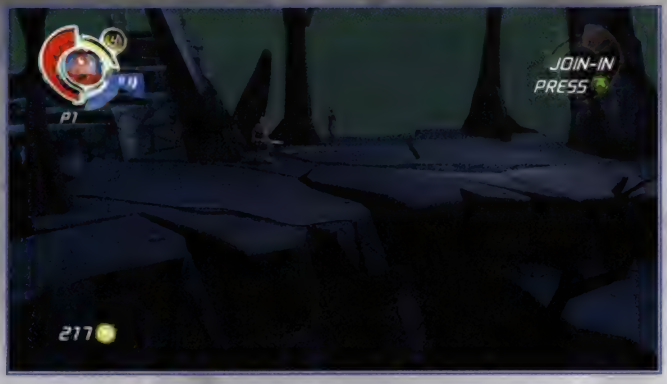
Super Drain

Don't forget to use Spider-Man's Super Drain ability on foes. This is a great way to keep his health near max.

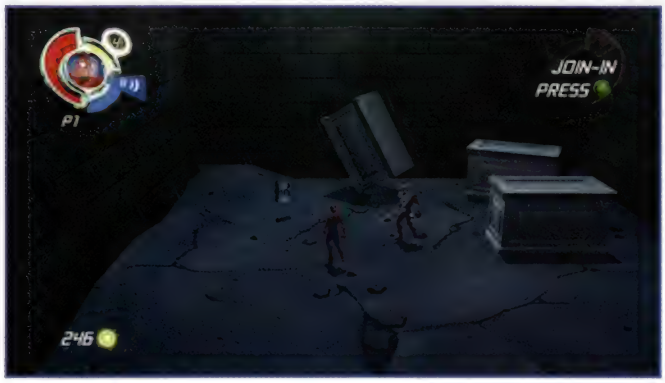
Go through the gate and down the stair-like ledges to face a tougher version of the Howling Berserkers. They use the same tricks, so use the same tactics that worked before.

Activate the bridge and cross over to the next area of the graveyard path. The gate here is guarded by a PHANTOM Generator. Pick up the rocks, urns, and other detritus lying around and throw it at the Generator. Finish it off with melee attacks to open the gate. Cross through the gate and take out the small groups of Skeletal Soldiers waiting in ambush.

Once they have been destroyed, jump up on to the small ledge above to grab hidden items from one of the nearby trees.

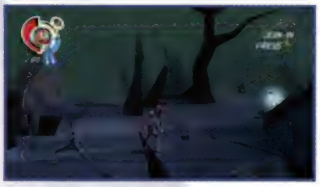


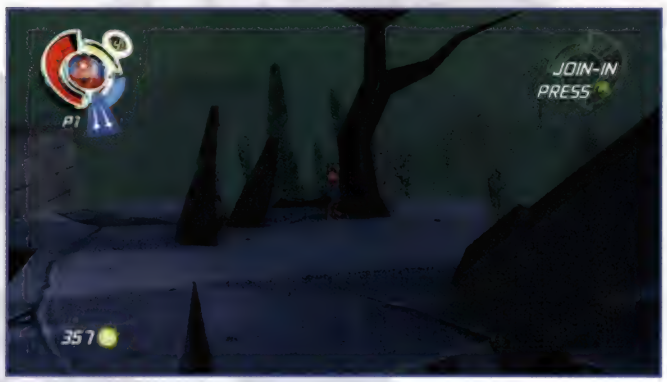
Jump back down and continue on the path across the wooden bridge, being sure to jump across the gap. On this side, a small group of PHANTOMs attacks. Dispatch them and enter the nearby doorway. The Keystone is partially hidden behind a sarcophagus. Grab it and head back out to the path.



A few steps down the path, a large group of Skeletal Soldiers and Howling Berserkers attack. Remember to use Mass Stun to gain some breathing room for a few seconds if necessary.

Right before the gate, jump up onto the small ledge, then jump up again to grab a DNA Helix from among the gravestones. While up there, investigate the creepy looking tree for hidden items.

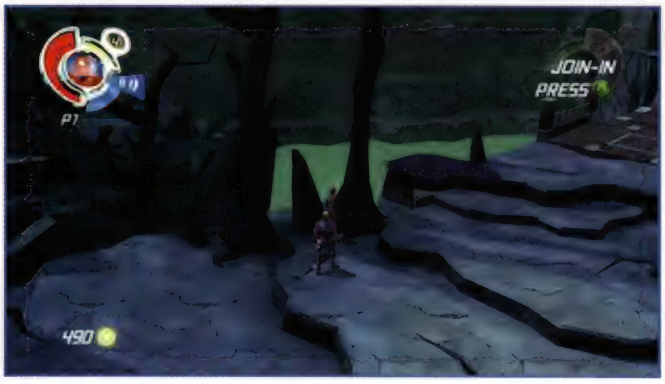




Check the tree for Tech Tokens!

Walk through the gate and into the watery portion of the graveyard where more PHANTOMs attack! Use the Web Stun ability to hold the PHANTOMs in place, then grab one of them with the Web Line and swing it around, hitting all of the nearby PHANTOMs. It won't take long to clear them out.

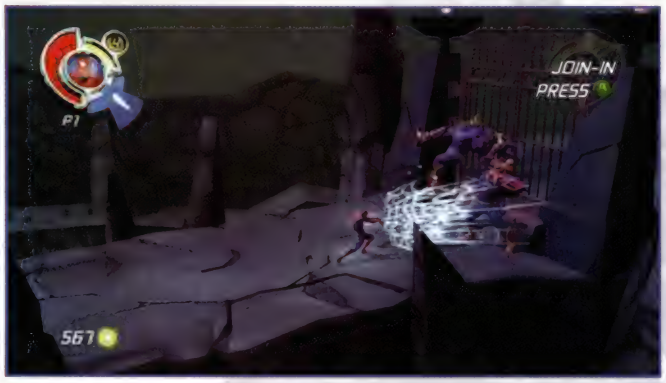
Exit the gate and continue along the path. To the left of the arena door is a large sarcaphogus containing the next DNA Helix. Grab the Helix and enter the arena. Once the PHANTOMs are destroyed, this creepy building makes for a great addition to Versus play. Exit the arena and continue up the path. The nearby cluster of three trees hides some Tech Tokens.



Cross the bridge. A group of Howling Berserkers appears, but they're no match for Spider-Man™ and his sidekick! The old Web Line Trip still works well on these guys.

The explosive barrels make good ammo!

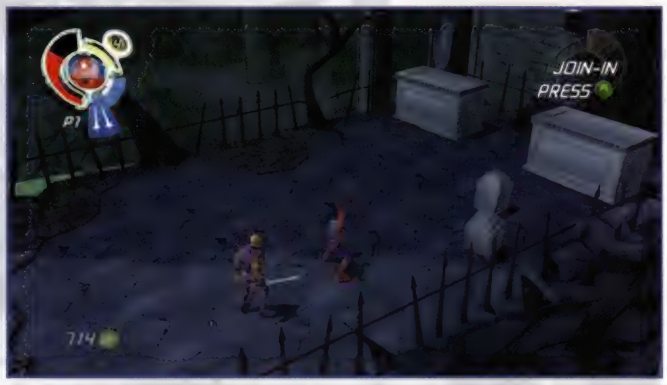
Make your way up the stone stairs and across the wooden bridge, then take out the Howling Berserkers guarding the gate. Use the Web Burst ability to shoot the enemies with a conical spray of sticky webbing.

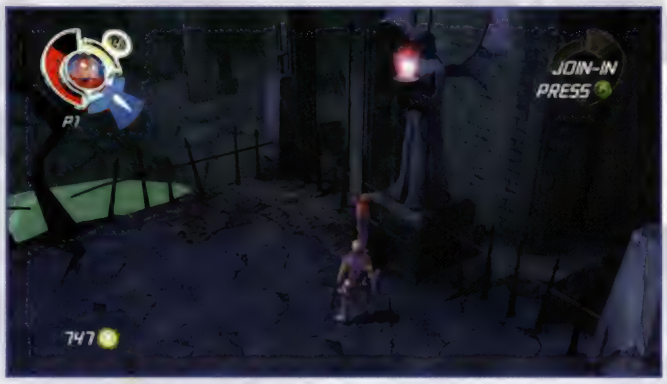


Pass through the gate to come face to face with a large group of Skeletal Soldiers and Howling Berserkers. Remember that when a large type PHANTOM starts to lose its holographic coherence, it is nearly defeated. Perform a special attack to finish it off.

Before entering the gate, head toward the screen and drop down in front of the large gargoyle statue to reach items hidden on the bottom ledge.

Climb back up and activate the switch to open this gate and the next one. Walk through and head up the stairs to the right. Activate the switch here and cross the bridge. The Sarcophagus on the right holds the last DNA Helix.



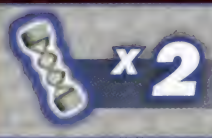


After grabbing the Helix, check out the statue to get hidden items!

Go back down the stairs and approach the fountain. The PHANTOMs are pulling out all the stops! Two Ghost Summoners and several Phantasms attempt to halt your progress. Grab the small Phantasms and hurl them back at the Summoners. Wear them down in this way and soon the path will be clear.

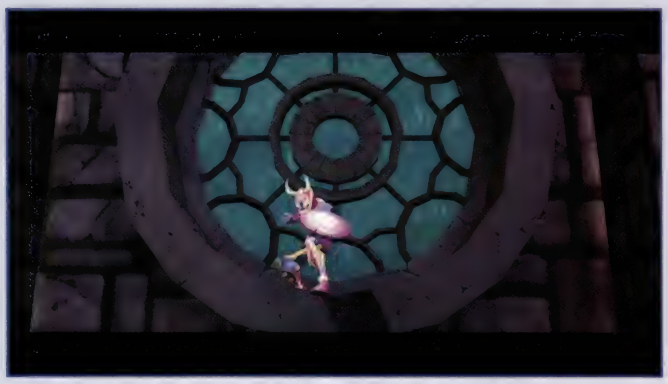
Return to the Helicarrier to prepare for the next mission.

ANCIENT CHURCH



Spider-Man was right... It's a big, creepy church.

As you enter the Ancient Church, the gates close. There is no way out except through the Howling Berserkers! Show them Spider-Man™ means business and take them down. The double gates open once these PHANTOMs are toast, leading into the small sanctuary.

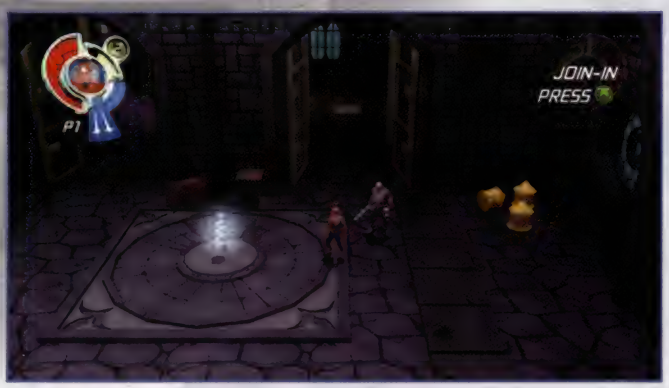


These guys are all starting to have a familiar look about them...

After dispatching the foes, be sure to check both Gargoyle statues for hidden items. Activate the double switches to open the door leading to the first DNA Helix.

Exit the room and head upstairs to reach another area of the church. Once you take care of the usual PHANTOM ambush, activate the double switches to open the door. Defeat the two Skeletal Soldiers inside to bust up the contents, then look for Tech Tokens and inventory items.

Leave this room and enter the door opposite. More PHANTOMs are waiting here. Throw the Phantasms at the Howling Berserkers to make things easier. Once this group has been destroyed, head upstairs. Use the double switches to open the room containing the last DNA Helix.



Exit the room and follow the short hallway that leads to another encounter with the PHANTOMs. Don't forget that Hero Strike is a great way to clear out a room. Once they have been defeated, exit the room and head upstairs. At the foot of the steps, the gargoyle on the left is hiding something!

The next landing leads into the belfry. Venom must be near!

VENOM

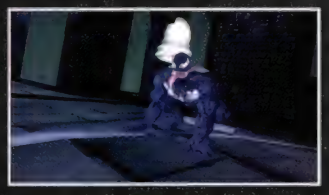
Spider-Man™ has faced Venom many times before, and it is never an easy victory. Luckily, up here in the belfry, Spider-Man has an advantage. Venom is dangerous, but the sound waves generated by the bells can damage him.

As soon as the battle starts, Venom webs up the bell to prevent it from ringing. Rip Venom's symbiote web off the bell and hit it to produce sound waves that are harmful to Venom.

He then runs off through the now open gate to another portion of the bell tower, this one containing two bells. Repeat the same procedure, making sure both bells are ringing at once.

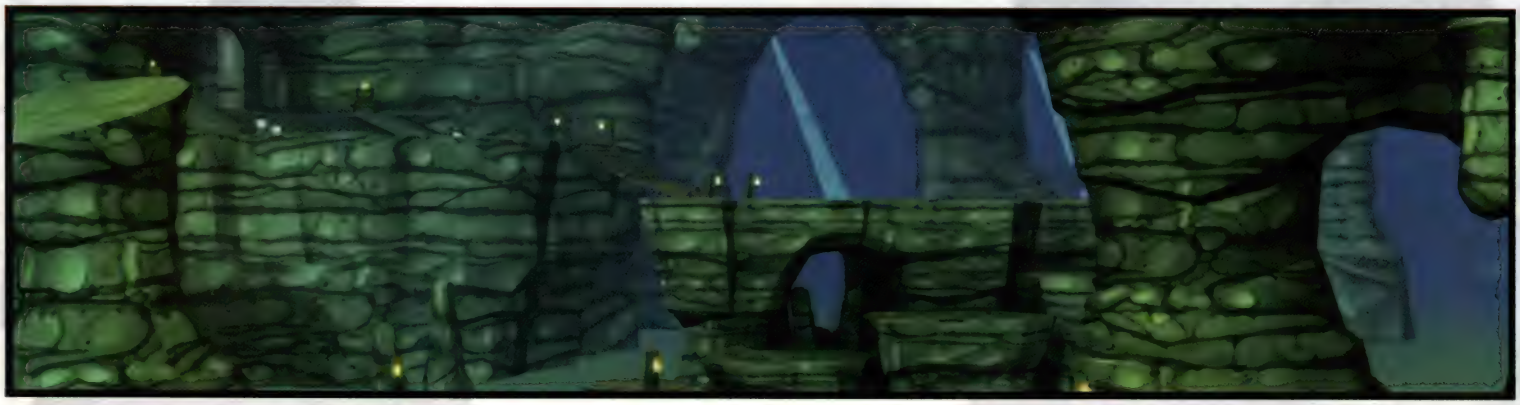
Venom can't stand it and flees into the uppermost belfry where he webs all three bells hanging there. Quickly move between them, ripping off the webs and ringing the bells. If he gets close, Venom grabs Spider-Man, slamming him to the ground, so be careful!

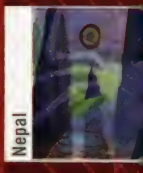
All three bells must be ringing at the same time. Once this is done, Venom crumbles and Spider-Man removes the mind-control device.



Although Venom is one of Spider-Man's most dangerous enemies, his hatred for the "bubble man" who controlled him and his contempt for the PHANTOMs using his symbiote material is even greater. He agrees to wait to eat Spider-Man until after they find the villain in charge of all these PHANTOMs. And for Venom, that shows a great deal of restraint.

NEPAL




Nepal

NEPAL

S.H.I.E.L.D. has determined that the source of the PHANTOM activity lies in Nepal. Spider-Man™ isn't just going after another meteor shard; he must also find who has been pulling the strings on the whole operation.

LOWER VILLAGE

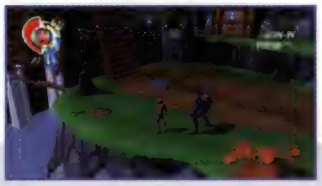
This lush, green area stands in stark contrast to the crumbling dark buildings you just left behind in Transylvania. Looks can be deceiving, though, because the PHANTOMs here have an even higher symbiote index and are getting more dangerous by the minute.

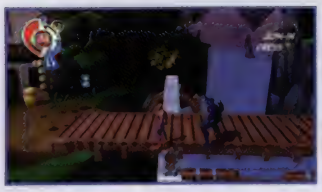
Defeat the PHANTOMs that appear as you enter the area, then activate the bridge and head toward the idyllic waterfall. The PHANTOMs are here to wreck the peaceful scenery.

Symbiote Stalkers and the large Symbiote Bombers appear and attack! Use Super Constrict on the Stalkers and Web Blind on the Bombers to keep them in line!

Check here to find hidden items!

Cross the small wooden bridge leading to the next area. A group of Symbiote Stalkers and Symbiote Drones begin to harass the heroes. Take them out and activate the bridge. Before crossing, notice the arena door.





Cross the bridge and grab the Keystone, then return to the arena door.

Once the PHANTOMs inside are cleared out, this makes a nice addition to the available areas in Versus play. Follow the path and move toward the screen as you approach the water to find a DNA Helix.

After grabbing the Helix, check the plant where the ledge leads up to find hidden items!

Follow the ramp down through the gates where more Stalkers await. Treat these like other medium type PHANTOMs. Web them up to drain them for health when needed, then sling them around with the Web Line to deal massive damage.

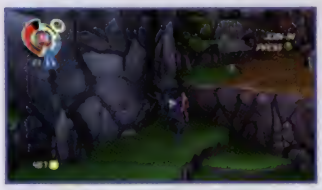
Symbiote Stalker

Follow the path down the ledges, stopping to find the hidden items in the yellow bush.

The path leads through another gate where more Symbiote Bombers try to eliminate Spider-Man™. Not to worry, they are no match for him!

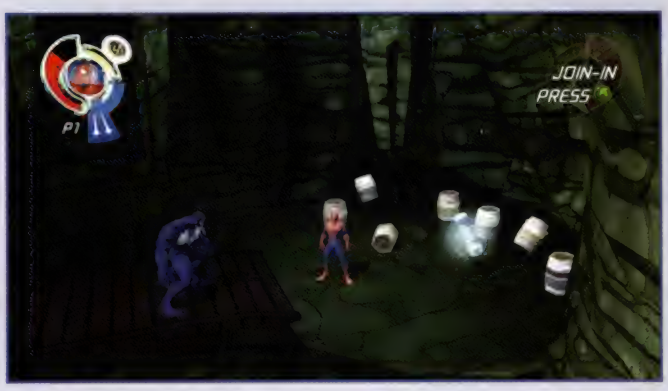
There's a PHANTOM Generator where the path opens. It's blocking the next gate, so rip it apart while dodging the attacks of the Stalkers it summons.

Jump up the short ledges, breaking open any containers in your way.

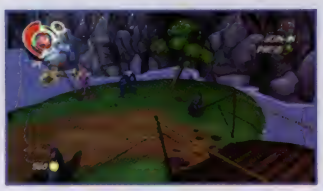


Search for hidden items!

Before entering the open door, jump over the top of it to reach a set of double switches that reveals the next DNA Helix.



Leave the room and enter the nearby doorway that leads down grassy steps. As you begin to cross the bridge, another unit of Stalkers teleports in to attack. They really should just give up, but evidently holograms aren't that smart.



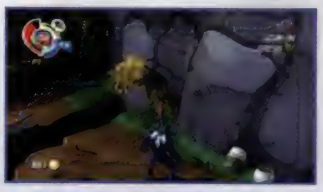
Search the yellow bush for hidden items.

Head through the next gate, down the path, and across the bridge. Be sure to check the tree between the two bridges for hidden items.

Cross the second bridge where the fiercest PHANTOM yet awaits—the Symbiote Warrior! This huge creature takes all the worst of the holograms and symbiote and combines them into one ugly, mean-tempered package!

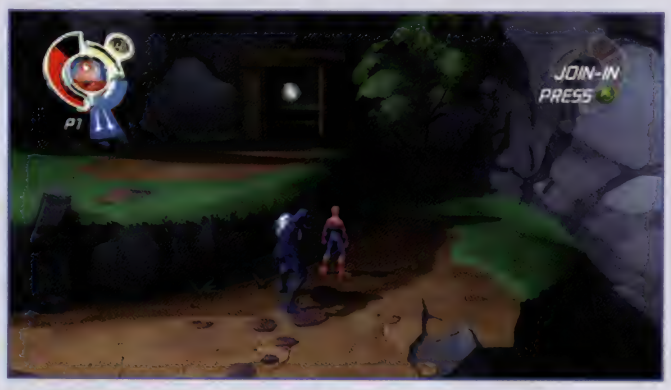
Avoid the rings of energy it spews out by jumping over them.

Move in close and let it have everything you've got! Like other PHANTOMs of this size, it is always useful to use Power-Ups whenever possible. Once you defeat the creature, the gate opens. Follow the path, making sure to grab all containers along the way.



Don't miss this secret!

More Symbiote Bombers try to stop Spider-Man, but the Bombers really don't stand a chance as long as his skills have been upgraded. After the battle, the door opens, making it possible to grab the DNA Helix.



There's another switch to the left of the door. Activate it to lower the bridge leading to the mountain. Take out the waves of Stalkers guarding the door, then exit to the Helicarrier and prepare for the next mission.

DARK CAVERNS

x2 x1 x1

The Dark Caverns are just what you would expect from the name. Make your way through them to reach the other side of the mountain, but beware! PHANTOMs lurk around every corner.

Warm up on the first few groups of PHANTOMs you encounter. Use Web Line abilities to swing the Stalkers into the Bombers for added damage. Plus, it's just plain fun! Head up the ramp and through the door, then pick up the Keystone to the left of the stairs.

Take the stairs and follow the ledge around until more PHANTOMs appear. This time, the Stalkers have brought Symbiote Drones to the party. These make great weapons when grabbed with a Web Line and hurled at the Stalkers.

Extra Health!

The Symbiote Drones give up quite a few Red Orbs when destroyed. Smashing them is a great way to gain health.

Enter the door to reach the next cavern area. Use the nearby boxes as ammo against the PHANTOM group here. Also, don't overlook the poison barrels. Grab one quickly and throw it at the big guys for added damage.

Take the walkway up to face another Symbiote Warrior. Use the same tactic as before, or try this in easy mode with a Hero Strike. Exit the room and climb the step-like ledges where more PHANTOMs appear. This group is only made up of Symbiote Stalkers and goes down pretty easily.

Check the middle statue for hidden items!

The next room contains a DNA Helix. Gather it and clear out the arena before moving on.

Search the statue near the door for hidden items.

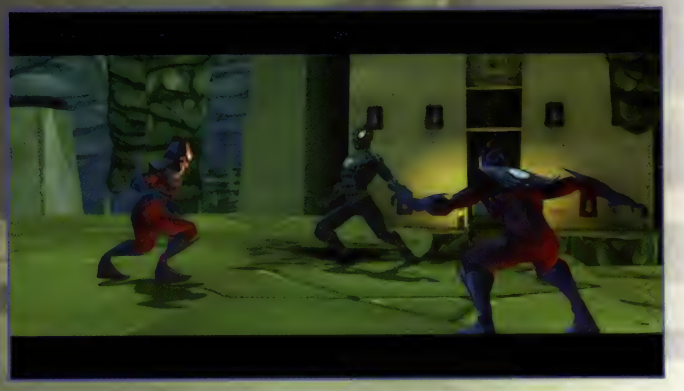
Follow the path out onto the next battle area. There are lots of poison containers here. Make use of these by throwing them at the Symbiote Bombers. Once they have been destroyed the door opens.

Unsurprisingly at this point—is there anywhere in this cavern *not* crawling with PHANTOMs?—a group of Symbiote Stalkers jumps out. Take them down and head into the next area.

Use the jars here to freeze the PHANTOMs, rendering them defenseless for few seconds.

The last DNA Helix is located directly to the right of the doorway. Grab it and cross the bridge to finish the mission.

Mysterio reveals himself!



Sometimes fighting evil requires extraordinary measures.

The Black Suit now becomes available for use. The Black-Suit Containment unit on the Helicarrier allows Spider-Man™ to switch costumes as desired.

UPPER VILLAGE

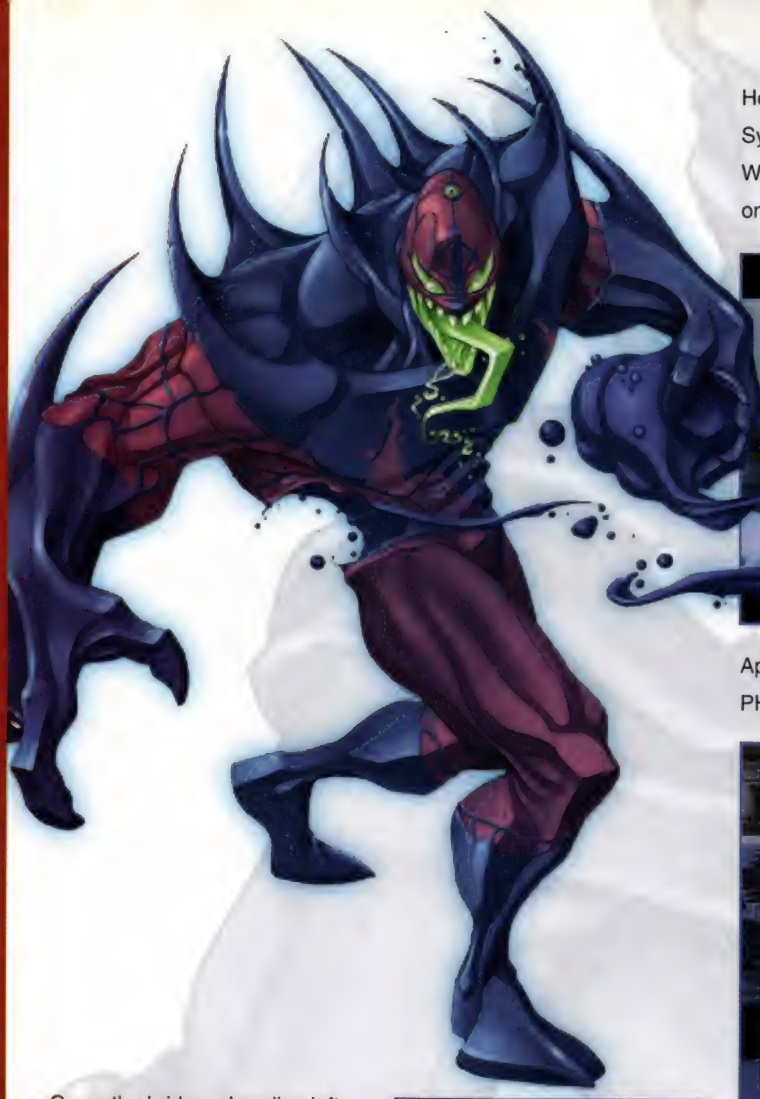
x 3 x 1 x 1

The snowy Upper Village looks peaceful enough, but its deceptive scenery belies the PHANTOM infestation. Spider-Man is closing in on Mysterio, and will let nothing stand in his way.

Cross through the village. A group of Symbiote Bombers and Drones appears in the open area. Once you've handled these foes, activate the switch.

Approach the door to gather hidden items.

Bullseye Finish!

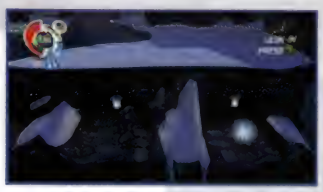


Head upstairs to reach the arena. It's become overrun with Symbiote Bombers. Teach them not to mess with Spider-Man! When the job is done, this last arena is added to the Versus Console on the Helicarrier.

Approach the waterfall and cross the bridge to destroy the PHANTOM Generator.

Cross the bridges, heading left where more PHANTOMs wait in ambush! Deal with them quickly, then climb up to the rooftops to reach the Keystone near the waterfall.

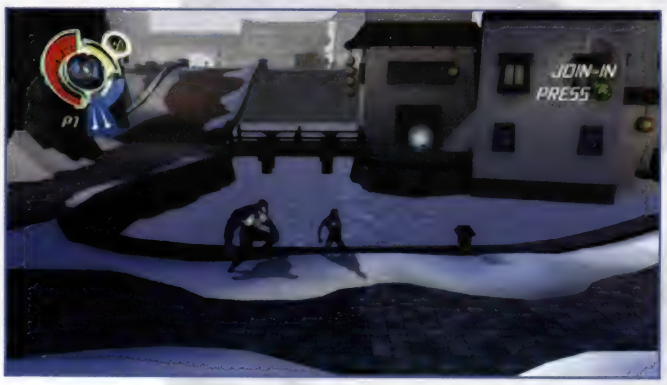
The first DNA Helix is just below the Generator. Grab it before walking through the gate.



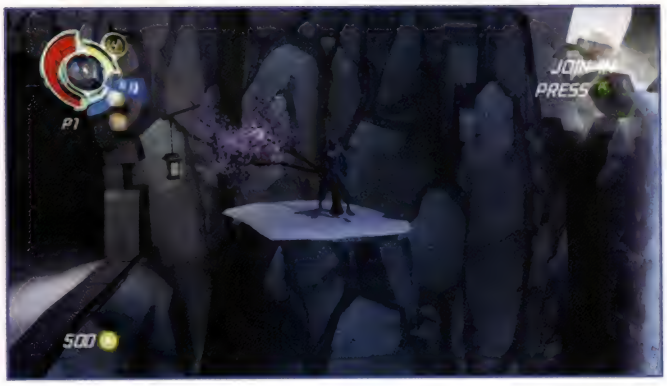
Doorways often hide items!

Jump back and head through the top of the waterfall to reach the next area of the village and more PHANTOMs. They do their best to win, but they just can't muster the extra power Spider-Man™ wields while wearing the Black Suit.

Follow the path as it curves up and cross the small wooden bridge to grab the second DNA Helix.

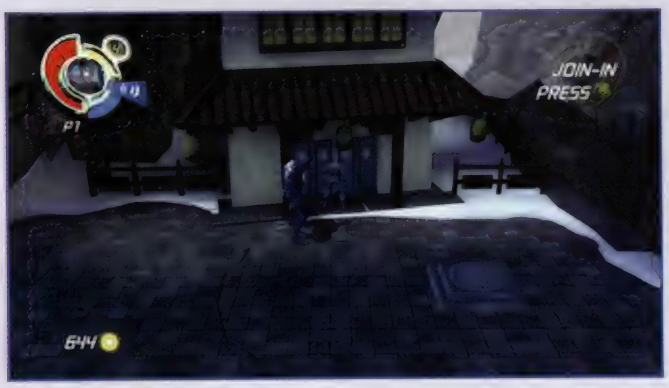


Climb the stairs where several Symbiote Stalkers wait. Once the Stalkers are dealt with, Bombers and Drones teleport in. Even after you defeat those foes, a single Symbiote Warrior follows, probably thinking it will succeed where the others have failed. Show it how wrong it is! When the area is finally clear, cross the bridge and head down the street and into a courtyard, the perfect place for a PHANTOM ambush! The Symbiote Stalkers aren't too challenging, but can still be dangerous in small groups. Take them out before they can surround Spider-Man™.



Pass through the door. Before Spider-Man can go through the nearby gate, it slams down and Symbiote Bombers appear. A few minutes' work gets rid of them. Jump over to the small lavender tree to find hidden items before entering the gate, which leads to the next area of the village. Follow the path, knocking out any opposition.

Go through the gate and follow the stone path. Before it turns upward, PHANTOMs attack! Use Spider-Man's Web Shoot ability to blast the drones while tripping the Bombers with Web Line. Climb the stairs, then examine the nearby door to nab some more hidden items.



Activate the switch to raise a bridge, granting access to the next area.

Check the doorway here for hidden items.

Walk down the street, busting all containers. Scale the two flights of stairs leading to the upper level. The PHANTOMs have planned an ambush at the top, and it would be a shame to disappoint them! Wipe them out before activating the switch that raises the bridge.

Cross over to the last section of the Village, destroying any PHANTOMs guarding the temple gate.

Climb up the stairs and head left to grab the final Helix.

Grab the hidden items before leaving.

Find the last hidden item!

The PHANTOMs make a final stand before the temple gates, sending all types into the battle. Spider-Man™ has ably handled everything the PHANTOMs have thrown at him so far. How will he fare against whatever awaits him inside the temple?

Spider-Man has tracked Mysterio and the PHANTOMs to this remote temple in Nepal. Now he must use everything he's got if he hopes to vanquish the master magician.

Two Symbiote Warriors and several Drones appear at the beginning of the mission. Defeat them and enter the temple.

A group of PHANTOMs attacks inside. Mysterio is determined to avoid letting Spider-Man™ ruin his plans! Use the Mass Stun ability to slow them down and beat them up at your leisure.

Head into the hallway and enter the small room to the right before climbing the second set of stairs. The first DNA Helix is found here.

The temple is crawling with PHANTOMs of all sizes, so be prepared to fight at a moment's notice. Exit the room and climb the steps.

Enter the small alcove to the right and grab the second DNA Helix.

Step on the switch to activate the door and climb another flight of steps. The alcove to the left contains the final Helix.

Continue up the stairs to reach the main part of the temple.

MYSTERIO

Like all megalomaniac super villains, Mysterio aims to take over the world. No doubt he has caused plenty of trouble adding the symbiote shards to the PHANTOMs. Fortunately, Spider-Man™ is here to put an end to his diabolical plan!

Make sure Spider-Man's Web Line ability is activated, then grab the boxes and toss them at Mysterio while he's up on the platform. Dodge the laser beams that shoot from the platform by jumping over them.

When Mysterio comes down from the platform, hurry to punch him, damaging him further. Continue with this tactic until he goes down.

Once Mysterio has taken a bit of damage, he begins firing more. You must still dodge the laser beams, but now you must also evade small snakes of mystic energy that blast your way!

You are rewarded with a bonus character for defeating Mysterio—New Goblin! He can now be used to replay missions or for Versus Play.

Congratulations! You have stopped Mysterio's evil plan and rid the world of the PHANTOMs. Not a bad day's work for your friendly neighborhood Spider-Man!

PHANTOM GALLERY

The PHANTOMs come in many shapes and sizes, but they don't differ in their determination! From the early prototype PHANTOMs to the later symbiote-laced models, these creatures will stop at nothing to protect the remaining shards.

RECON DRONE

LOCATION TOKYO, JAPAN
TYPE SMALL

The earliest form of a PHANTOM prototype, the Recon Drone's small size makes its hard-light core very unstable and prone to overload. Use this to your advantage by grabbing these small PHANTOMs and hurling them back toward their compatriots.

INFANTRY UNIT

LOCATION TOKYO, JAPAN
TYPE MEDIUM

These units fill out the ranks of the basic PHANTOM prototype army. While they aren't very threatening one on one, they can be very dangerous in large numbers.

SHOCK TROOPER

LOCATION TOKYO, JAPAN
TYPE LARGE

This early PHANTOM prototype lacks the complexity of later models. Although it is heavily armed with multiple plasma cannons, a simple Web Line Trip can send it into a clumsy trigger-happy frenzy.

UNIT COMMANDER

LOCATION TOKYO, JAPAN
TYPE SERGEANT

Before PHANTOMs gained teleportation technology, this Commander transported Drones into battle. A design flaw in the model causes it to expose its fragile hard-light core when deploying drones, making it vulnerable to attacks.

MYSTIC SEEKER

LOCATION TANGAROA ISLAND
TYPE SMALL

The symbiote driven light-core of these advanced PHANTOM drones allow for more advanced logic. Their size still creates a very unstable and explosive internal energy source.

TRIBAL HUNTER

LOCATION TANGAROA ISLAND
TYPE MEDIUM

Its higher symbiote index gives this PHANTOM model a predatory hunter's instinct. When they twirl their weapon, a single well-placed Web Shot disrupts their targeting logic.

TUSK BERSERKER

LOCATION TANGAROA ISLAND
TYPE MEDIUM

The larger symbiote index has given this PHANTOM model a nasty temper, causing it to lash out with huge punches or its energy ball attack. Avoiding these attacks causes an error in its logic and stuns the creature for a short time.

SPIRIT WARRIOR

LOCATION TANGAROA ISLAND
TYPE BOSS

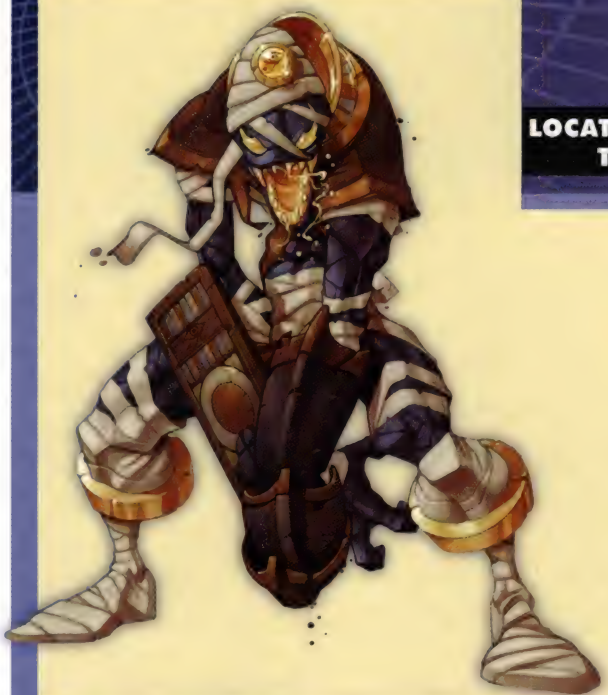
Like all PHANTOMs of its type, this variety is tougher and meaner than its smaller brethren. The Spirit Warrior has learned that a good defense is as important as a massive club. It uses its shield to cover its face and belly, but can only cover one at a time, so choose your target carefully.

SCARAB DRONE

LOCATION CAIRO, EGYPT
TYPE SMALL

In order to adapt to its surroundings, this PHANTOM model has taken on the aspects of the flying scarab beetle. It flies quickly, so wait until it stops moving, then quickly grab it out of the air. Like other PHANTOMs of this type, it makes a great projectile when hurled back at foes.

DARKWING SOLDIER



LOCATION CAIRO, EGYPT
TYPE MEDIUM

These PHANTOMs have mastered the art of boomerang throwing. They are very agile during combat, so use Web Stun to slow them down. Once they're tied up, they can't catch their returning weapons, causing damage to themselves.

SORCERER OF ANUBIS

LOCATION CAIRO, EGYPT
TYPE LARGE

A dangerous and smart PHANTOM model, these cautious beasts prefer to keep their distance and lob explosive projectiles. They can't target you if they can't see you, so Blind them before attacking.

PESTILENCE LORD

LOCATION CAIRO, EGYPT
TYPE BOSS

This advanced PHANTOM model has evolved to overcome many weaknesses. While still susceptible to normal attacks, an unrelenting barrage of Web Stun makes the fight a lot easier.

PHANTASM

LOCATION TRANSYLVANIA
TYPE SMALL

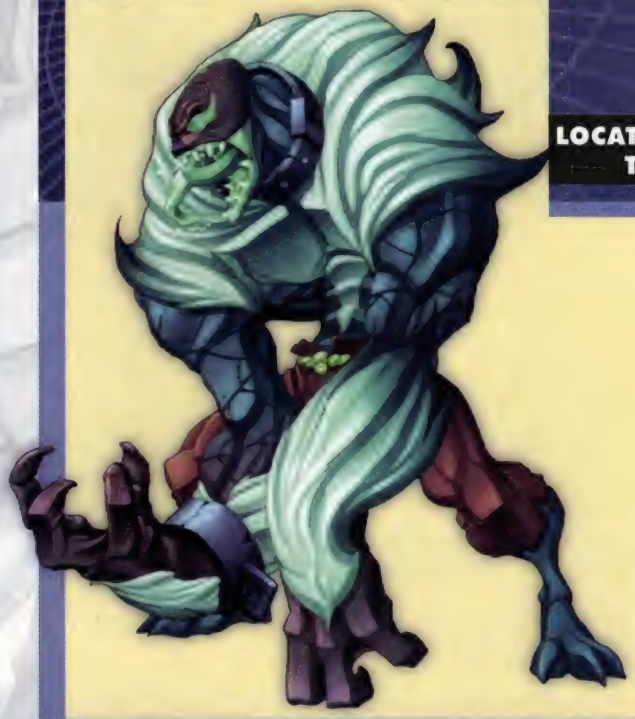
As recon units, these PHANTOMs have adapted to resemble ghosts and use Transylvanian superstition to their advantage. Despite their appearance, they are still quite solid and very explosive.

SKELETAL SOLDIER

LOCATION TRANSYLVANIA
TYPE MEDIUM

These PHANTOMs prefer to fight from long range, hurling their axes with deadly accuracy. If you choose to fight them in close quarters, be prepared to dodge their lightning-fast footwork.

HOWLING BERSERKER



LOCATION TRANSYLVANIA
TYPE LARGE

Modeled after classic horror movies design, these PHANTOMs have the look and temper of the fabled werewolf. Fight them carefully as they attack with unmatched ferocity.

GHOST SUMMONER

LOCATION TRANSYLVANIA
TYPE BOSS

Filling the role of an armored guard, these PHANTOMs summon Phantasms into battle. While doing this, however, they expose their fragile power center, so be ready to attack!

SYMBIOTE DRONE

LOCATION NEPAL
TYPE SMALL

Though still technically a hard-light hologram, these PHANTOMs contain so much symbiote energy that they are almost perfect copies of Venom's winning personality. Finish them off quickly.

SYMBIOTE STALKER

LOCATION NEPAL
TYPE MEDIUM

Sharing the symbiote energy that runs their hard-light cores has given these PHANTOMs a mob-like mentality. They attack in groups and attempt to swarm targets. Stay mobile and fight hard!

SYMBIOTE BOMBER

LOCATION NEPAL
TYPE LARGE

These larger symbiote PHANTOMs have adopted more of the sadistic side of Venom's personality. They prefer to stay back from combat and pepper the battlefield with explosive symbiote bombs.

SYMBIOTE WARRIOR

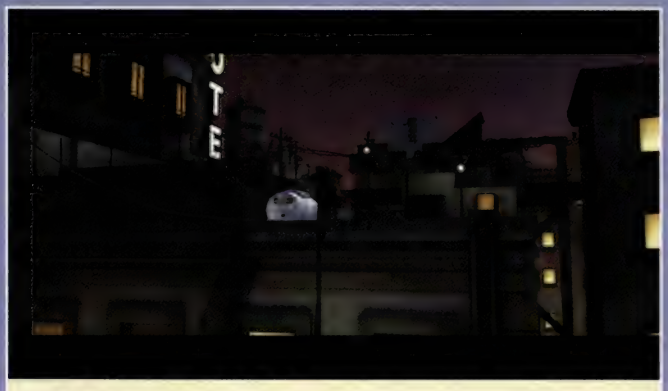
LOCATION NEPAL
TYPE BOSS

The warriors represent the pinnacle of symbiote powered hard-light technology. They have adapted the symbiotic shape shifting powers to create weapons and armor. Time your strikes carefully and be ready to dodge.

VERSUS MODE

Beating up on enemy PHANTOMs is fun, but nothing beats the pleasure of taking on your friends! Grab another player and try out the two-player Versus Mode. Both players select from all unlocked characters. Once you complete all of the missions, you can choose to battle it out with 15 different characters!

Once you have chosen the combatants, you need to pick a location:



NYC Rooftop

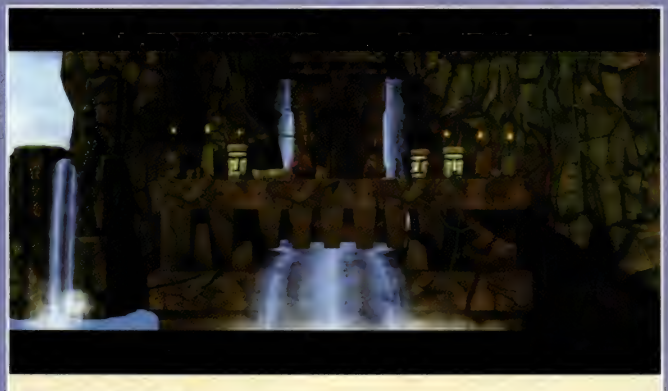
Water Cavern

Plasma Reactor

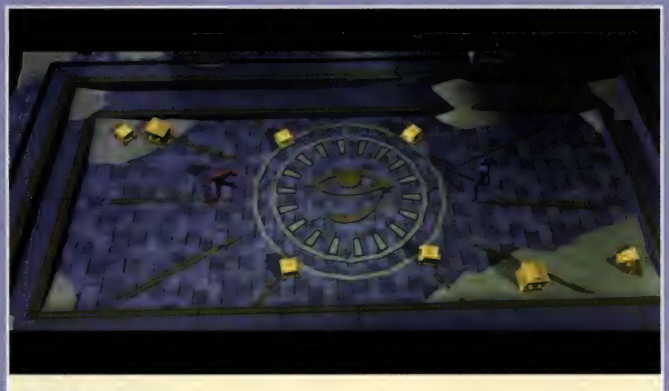
Glider Factory

Undercity Cistern

Ancient Arena



Observation Deck



Burial Chamber

Each arena offers a unique battle experience. Many have containers that can be thrown; some even have explosive containers that can be used against the other player.

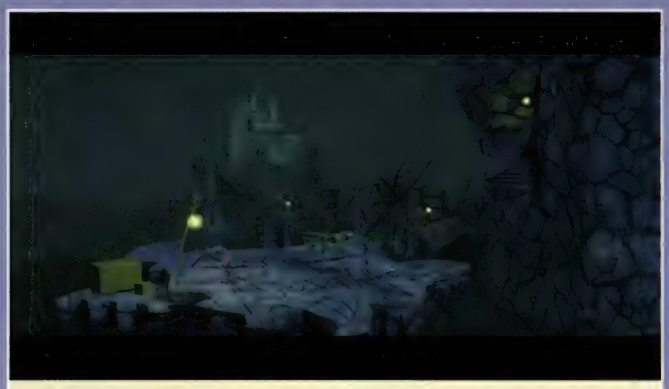
Each match consists of a maximum of five rounds. The first player to win three rounds, wins the match.

Matches are tracked for each Versus session, so you can play as many matches as you want and still be assured that the bragging rights are properly awarded.

No one character has a distinct advantage over another in Versus play, but there are a few things that players can do to come out on top.

Always use the environment as much as possible. For example, grab any exploding ammo before your opponent can. Toss boxes, barrels, and other containers at your foe to keep them off balance.

Work hard to keep your back away from the edge whenever possible. The quickest way to get a win is to knock your opponent out of the arena. This is a great offensive strategy, but be careful—your opponent might be thinking the same thing!



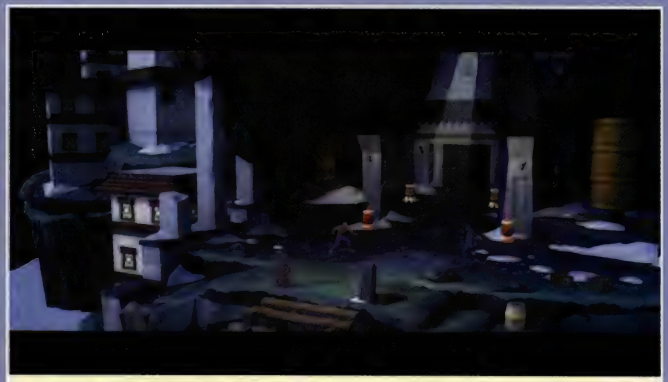
Infernal Plateau

Heart of the Mountain

Clock Tower

Ruined Mortuary

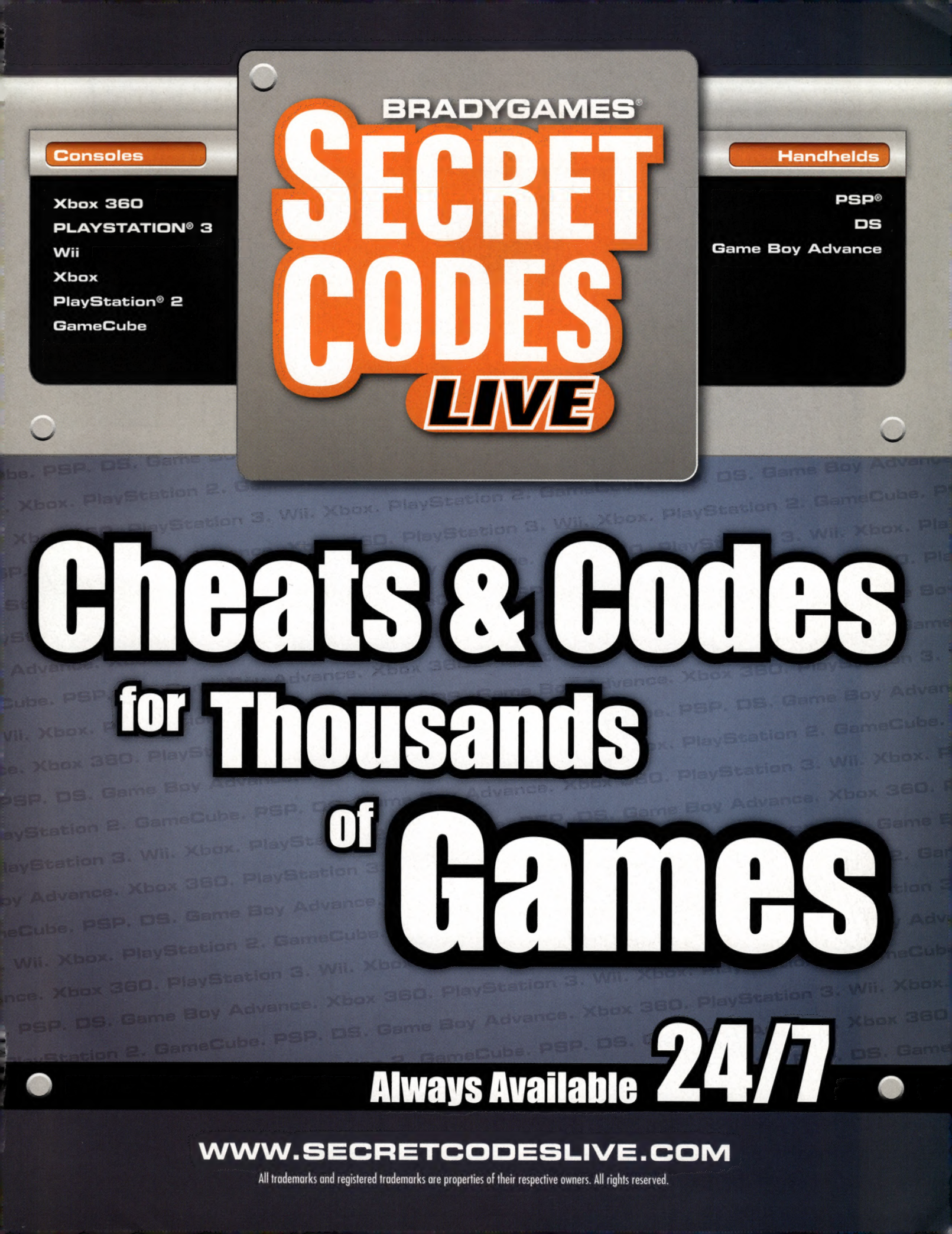
Water Mill



Frozen Precipice

XBOX 360 ACHIEVEMENT LIST

Achievement	Description	Gamer Points
Web Slinger	Fully upgrade Web Line with all available Abilities and Mods.	75
Arachnid Artillery	Fully upgrade Web Shoot with all available Abilities and Mods.	75
All Tied Up	Fully upgrade Web Stun with all available Abilities and Mods.	75
Tokyo, Japan Complete	Defeated Doc Ock and Green Goblin. Found all collectibles and secrets.	125
Tangaroa Island Complete	Defeated Scorpion and Rhino. Found all collectibles and secrets	125
Egypt Complete	Defeated Sandman. Found all collectibles and secrets.	125
Transylvania Complete	Defeated Venom. Found all collectibles and secrets.	125
Nepal Complete	Defeated Mysterio. Found all collectibles and secrets.	125
Lightning Strikes	Obtain a Hit Chain higher than 15.	25
Our Powers Combined	Initiate a Hero Strike Power-Up.	25
Combo Meter Master	Fill the Combo Meter all the way to Level 4.	25
Fury's Fourteen	All characters are fully upgraded with all Attacks and Attributes.	75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SPIDER-MAN™
FRIEND OR FOE
OFFICIAL STRATEGY GUIDE

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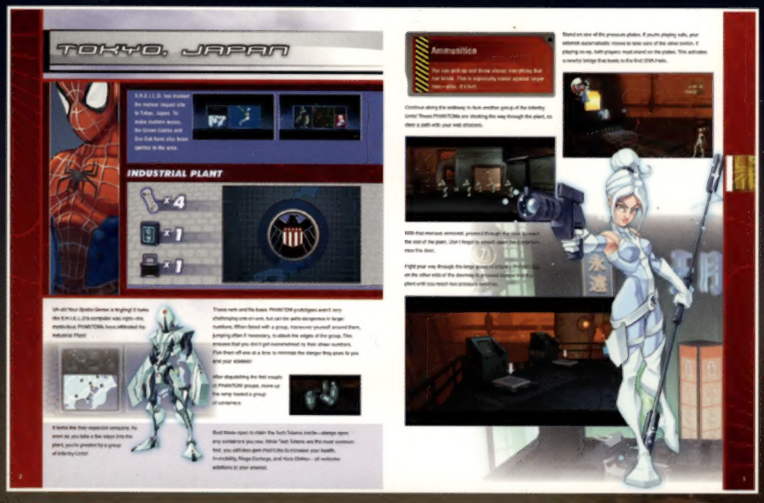

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